SPIDER-MAN 2

by
Michael Chabon

FADE IN:

OVER CENTRAL PARK

Gorgeous fall day. Hot-chestnut weather. Spider-Man sails in off Central Park West on a line of silk. King of the Manhattan skyline. Swinging from a turret of the Dakota.

PETER (V.O.)
Look at this guy.

Sailing over the Sheep Meadow, bouncing off the top of Reptile House. Sharp turn onto Fifth Avenue, hard around the Plaza Hotel.

PETER (V.O.) (CONT'D)
Look at him. Like he doesn't have a care in the world.

FIFTH AVENUE

is a torrent of taxis and humans and steam from the manholes. He skims along it like a dragonfly, heading downtown.

PETER (V.O.)
You probably think it'd be cool to trade places with this guy. Styling costume. Awesome powers. Greatest damn city in the world.

AT 36TH STREET

He throws down a great big giant elastic band of webbing. Turns a couple of office towers into an enormous slingshot. Curls into a ball and hits the rubber band dead center.

PETER (V.O.)
Is that what you're thinking?

He gets just enough bounce to catapult him up over the top of the Empire State Building. Toe barely grazes the needle tip.

PETER (V.O.) (CONT'D)
Well, maybe you'd better think again.

He pinballs down Fifth Avenue and then out

OVER UNION SQUARE

Heading for the Flatiron Building, with the big DAILY BUGLE sign. Circling in, alighting on its roof.

PETER (V.O.)
Maybe you'd better wait until you see the kind of day this guy's having.

J. JONAH JAMESON'S BIG UGLY MUG

So steamed the very air around his head shimmers.

JJJ
Parker, you're fired!

INT. JJJ'S OFFICE — DAY

He tosses a stack of photos at PETER PARKER. They're awfully nice photos. Maybe a little too nice.

JJJ
Dogs catching Frisbees in the park... Some fat old geezer playing chess... Autumn leaves.

PETER
I was thinking maybe the Bugle could show another side of New York for a change--

JJJ
Parker, if I believed for one second those pictures were an accurate reflection of this town, I'd hang myself from the top of the Chrysler Building. I don't pay you to be a sensitive artist! I pay you because for some reason that psycho Spider-Man will pose for you.

PETER
Well, it's like I told you, Mr. Jameson. Spider-Man won't let me take any more pictures of him. He says you only use them to slander him. You've turned the whole city against him.

JJJ
A fact I'm very proud of! Having that lunatic around has weakened the moral fiber of New York! The police are demoralized! The citizens lazy! Now get your pretty little "portfolio" out of my face before I go into a diabetic coma!

PETER
Mr. Jameson, please. You can't fire me. Even working two jobs I can barely make tuition, and Aunt May's social security doesn't amount to...

JJJ mimes tying a noose around his neck, throws his head back, thrusts his tongue from his mouth. Peter folds.

PETER (CONT'D)
What if--all right, what if I did have a shot of Spider-Man?

Peter reaches into his knapsack and takes out a manila folder. Slides out a fantastic shot of Spider-Man saving a nun from an oncoming meat truck. JJJ eyes it hungrily.

JJJ
It stinks. I'll give you three hundred. He reaches for it. Peter snatches it back.

PETER
No. There's no way I can sell you this shot… until you agree to run more balanced coverage of Spider-man.

JJJ
I take my journalistic responsibility to present balanced coverage very seriously Parker, you know that. Fine. I'll give you four. I'll nominate him for a goddamn medal, Parker. You have my word.

PETER
Five.

JJJ
That's outrageous.
(beat)
Done.

Peter lets go of the photo, then sits a moment. Knowing he has just made big mistake.

JJJ (CONT'D)
All right, you've wasted enough of my precious time, Parker. Get lost.

PETER
Time. Right.

Peter snaps out of it, looks at his watch: oh, shit. He leaps to his feet, grabs his knapsack, and runs out.

EXT. MINEO'S PIZZA — DAY

Peter rides up on an elderly Kawasaki: RUMBLING, COUGHING, SPUTTERING. Not a well machine. On the back, a hotbox with the Mineo's logo. Peter leaps off and runs into the pizzeria. A PAGER beeps.

INT. MINEO'S — DAY

Peter hurtles into the shop, out of breath, frantic. Yanks the pager from his pocket.

PETER
Sorry! Mr. Aziz, I'm sorry.

MR. AZIZ hangs up the phone. The BEEPING stops. Life has disappointed Mr. Aziz; Peter's only a side-manifestation.

MR. AZIZ
Twenty-one minutes ago, in comes an order from the high-quality law firm of Foehn, Harmattan & Buran for seventeen extra large deep-dish pizzas. In eight minutes, I am defaulting on the Mineo's twenty-nine minute guarantee.

Indeed numerous banners and signs proclaim the sacred number.

MR. AZIZ (CONT'D)
Then not only will I be receiving no money for these pizzas, I will lose the customer forever to Pizza Yurt. And they are killing me already.

PETER
Why didn't you send Salim?

MR. AZIZ
Salim was deported yesterday. I have no hope but you. You must make it in time.

He starts thrusting pizzas at Peter, stacking them in Peter's arms until we can't see his face anymore.

MR. AZIZ (CONT'D)
You are a nice young man, Peter, but you are not dependable. This is the last chance I can give you. You must cross forty-two blocks in seven and one half minutes. Or your ass is to be fired.

Peter checks the big Mineo's clock. It's 5:44.

EXT. MINEO'S - NIGHT

Peter runs to his bike, dumps the pizzas into the hotbox. Climbs on, kicks it. Nothing. Kicks it again. Nothing.

PETER
I don't believe this!

Mr. Aziz watches, contemplating suicide. Peter kicks it once more and it starts. He goes slobbering off.

EXT. NEW YORK STREET — DAY

Peter halted. Looks at his watch. 5:47.

A van has collided with a Town Car. The DRIVERS are on the street, shouting and threatening each other. The PASSENGER gets out, too. The three men come to blows.

Peter pops up onto the sidewalk. Mistake. An old lady in a wheelchair comes out of nowhere. Peter hits the brakes. Swerves. The bike stalls. He kicks wildly at the starter: dead. And it's 5:48.

Peter leaps off the bike. With a mighty heave he wrenches the hotbox right off the back of the motorcycle, snapping bolts, twisting metal. Then he ducks into an alley.

EXT. LOWER MANHATTAN - NEW YORK STREET — AERIAL SHOT

Spider-Man swings toward the Woolworth Building. One-handed, since the hotbox is tucked under his left arm. At the end of each arc he freefalls until he shoots the next strand of web.

Below, two boys chase each other and a basketball into the street. A car is coming right at them.

Spider-Man's spider sense tingles. He looks down; sees the trajectories of car, ball and boys, pure vectors of physics plotted against the air: collision.

Spider-Man heaves the hotbox away. It arcs heavenward. With his hand now free, he shoots a strand of web.

A lasso of web encircles the boys and yanks the boys toward the opposite side of the street. Sets them on their feet. The car squeals past, horn BLARING.

The boys, dazed. The basketball shoots in, a web-slung chest pass. One of them catches it. They look up at the sky.

Spider-Man catches up to the hotbox as it hurtles earthward, past him. Snags it with a web and drags it back up. The Woolworth Building looms. Spider-Man snags its pinnacle and arcs around it, circling in.

INT. WOOLWORTH BUILDING - LAW OFFICES - DAY

Peter rushes in with the stack of pizzas. Out of breath, kind of wild looking. A big, silly grin on his face.

PETER
Pizza time!

He sets the pizzas on the desk. The receptionist stares at him, then at the pizzas: disgust. Peter looks--there's a gob of webbing on the top box. Sheepish he scrapes it off.

PETER (CONT'D)
Sorry.

INT. MINEO'S PIZZA — EVENING

Peter struts in, grinning.

PETER
Mr. Aziz! I'm back! I--

Mr. Aziz whirls on him.

MR. AZIZ
You are fired, that is what you are. The pizzas arrived three minutes late! Peter, the twenty-nine minute guarantee is a promise. I know a promise means nothing to you, but to me it is serious.

PETER
It's serious to me, too, Mr. Aziz. Honestly. Please, I need this job, please give me another chance. Mr.

Aziz shakes his head. Peter gives up.

EXT. OSBORN/PARKER APARTMENT - NIGHT

Peter's tired old Kawasaki pulls up in front of the building, backfiring. He climbs off it. Trudges into the lobby. SPIDER SENSE. Peter's surging HEARTBEAT. A shadow looms.

Peter jumps back, then lashes out and grabs hold of his attacker. Ducks, twists, flips a very large man over his shoulder. The guy SLAMS against the lobby floor. It's a beefy SECURITY GOON. Peter has flattened the guy.

GOON
Christ, I think you broke my tailbone!

PETER
Oh, man, I'm sorry, I--

GOON
I was only going ask for your ID!

PETER
My ID? Since when--?

INT. OSBORN/PARKER APARTMENT - NIGHT

Peter takes out his key. But instead of a keyhole there's a card-reader. He's puzzled. The door flies open.

HARRY
What the hell you did to my security guy?

PETER
He surprised me! I grabbed him and he... he must have lost his footing.
(how lame!)
I think they just waxed the lobby.
(changing the subject)
What's with the muscleman, Harry? Did somebody threaten you?

HARRY
You're kidding, right? Pete, I'm lucky Spider-Man hasn't killed me already! He knows I'll spend every last dime I have to take him down.

PETER
Harry. I'm worried about you. You've really gotten kind of...

He takes a slender hybrid PDA/remote from his pocket. Taps some buttons.

Titanium bars slide across the windows. Steel shutters come down. Laser trip-beams spin a glowing web across the living room. Another beam lances from the ceiling and performs a retinal scan of Peter. He flinches.

PETER (CONT'D)
...paranoid.

Harry holds up the screen of his super-Palm. It reads ID CONFIRMED: PARKER, PETER.

HARRY
I guess you're who you seem to be.

PETER
Please just tell me you didn't put a camera in the bathroom.

Harry taps, and all the barriers retract; the beams die. He gets right in Peter's face. Trying to be funny but with weird intensity.

HARRY
You could save me a buttload of money and trouble if you would just tell me how you always manage to find the guy.

PETER'S FACE

The impossibility of the situation; the pain.

PETER
I would if I could. I swear to you.

Harry stares at him, searching his face. Something there that he doesn't quite believe. Peter struggles to meet Harry's searching gaze. Falters. Fails.

HARRY
That's fine. No, I'm serious. You don't need me, I don't need you. We're not even really friends, are we?

Takes two tickets from his pocket, tosses them on the table.

HARRY (CONT'D)
Hear are those tickets you wanted. That Octavius guy at Columbia. Have fun.

THE TICKETS

THE ANANSI PROJECT: AN INTERIM REPORT. PROFESSOR OTTO OCTAVIUS. DAVIS AUDITORIUM. 6PM.

PETER
Octavius! Otto Octavius is the god of arachnid biomimetics. Harry, I know you're mad at me, but come on! You can't miss that!

Peter is perfectly serious. Harry can't help smiling.

HARRY
Lord have mercy on my soul.

PETER
You promised you'd introduce me to him!

The rage flares up again in Harry.

HARRY
And you promised to help me get Spider Man!
(subsides)
All right, fine. I keep my promises.

PETER
Great! Okay! Let's bolt.

They start to go out. Harry stops by the door, points to the answering machine.

HARRY
Oh, there was a message. For you. I didn't feel like picking up.

Peter goes to the machine, presses play.

MJ'S VOICE
Hello. This is Mary Jane Watson, star of the Broadway stage.
(beat)
You guys, I'm so nervous!

Peter checks his watch.

PETER
Hmm. Geez, I hope the lecture's over by I need to get down to the theater by 8.

HARRY
Didn't you already see that lame show of hers?

PETER
Twice.

HARRY
Christ, Pete, I know you're her boyfriend, and all, but that's above and beyond.

PETER
Hey, tonight she's playing the lead! She's the, you know, the understudy.

As they walk out of the apartment.

HARRY
What, did she poison the leading lady?

PETER
Shut up. And I'm not her boyfriend.

Bars descend, indicators flare, as they shut the door.

INT. COLUMBIA UNIVERSITY — DAVIS AUDITORIUM — NIGHT

Packed house of researchers, reporters, interested members of the public. PROF. CZERNOWITZ is introducing Otto Octavius.

CZERNOWITZ
...as a doctoral candidate he was dazzling. Now I'm afraid he's left us mere mortals far behind. It's my great honor to present, director of the Anansi Project, winner of a National Science Medal, Dr. Otto Octavius.

APPLAUSE as Otto strides out. Younger than you might expect. Wearing a long black Gaultier jacket. Smiling like a man with a surprise in store for us. He and Czernowitz meet. A stiffness between them. Czernowitz looks intimidated.

OTTO
Frank.

CZERNOWITZ
Otto.

They shake hands awkwardly. Then Otto strides to the podium. Grins, self mocking. Behind him on a table, a violin and bow. Piano to one side.

OTTO
He told you I was "dazzling," but what he's too nice to bring up is was what an insufferable little wretch I was.

Laughter. The lights dim; spot on Otto. Behind him a large flatpanel monitor descends. As he talks, the display will mirror, expand on and illustrate his words.

OTTO (CONT'D)
Biomimetics seeks to adapt for human use the technologies of other species. We poor humans have always envied our fellow creatures their talents; soon we will share them.

Peter is rapt; Harry is playing Tetris on his Palm Pilot.

OTTO (CONT'D)
My own researches have been into arachnid technology: adapting, the remarkable abilities of spiders, their web-spinning abilities, their astonishing, almost precognitive impulse control.

Harry notices how spellbound Peter is; leans over.

HARRY
I will never understand this spider thing of yours.

Peter takes no notice.

OTTO
We had some success with manipulating spider RNA. But it's in the area of octopedal locomotion that things are really getting exciting. The goal is to provide stable motion on every possible kind of terrain and superior manipulation at a distance.

Otto steps out from behind the podium.

OTTO (CONT'D)
You can't imagine the sheer number crunching might required to control and coordinate eight legs. Really tough. Actually, it was a chance visit to the Bronx Zoo that gave me the key insight.

He walks toward the monitor, which displays an octopus, along with a diagram of its nervous system.

OTTO (CONT'D)
The octopus has the equivalent of a powerful processor in each leg, networked to the central unit in her brain.

The display fades to a diagram of the Rig, eight legs networked to each other through and to the center. The center is empty; then a diagrammatic human operator appears.

OTTO (CONT'D)
Now, so far the capacity to control the full complement of eight legs is beyond our capacity. But we've been able to implement a similar system using:

Otto takes a step forward, smiling a little coyly. Then from somewhere behind him a pair of glinting pseudopods snake out. The black stealth-bomber glint of superhard ceramic. A gasp from the audience.

OTTO (CONT'D)
Four!

Harry sits up. Puts away the Palm Pilot.

The 'pods hover over Otto's shoulders a moment, undulant.

OTTO (CONT'D)
I call it a self-articulating network, but I'm afraid the name that has stuck is Otto's Octopus.

One 'pod reaches to tap him on the shoulder.

OTTO (CONT'D)
Yes? Oh, thank you. It is a little warm in here.

The arms help him out of the jacket, and as it comes off, another pair of pseudopods is revealed. The audience goes a little nuts.

One 'pod takes up the violin; another, the bow. The next pair snake out toward the piano; Otto strikes up a Grieg sonata. With his own two hands, he takes out a fat cigar and lights it; puffs contentedly.

The audience, amazed, afraid, half suspecting that it's all a prank. Peter with a look of open-mouthed wonder.

The music breaks off.

Now the 'pods assume a configuration like a daddy long-legs, "toes" splayed against the dais, arching high into the air. Among them hangs, perfectly at ease, Otto. One at a time, in turn, he raises and lowers each foot.

OTTO (CONT'D)
Each one of my four assistants here is equipped with its own hundred-teraflop processor.

He begins to stride back and forth across the stage on his four dancing pseudopods.

OTTO (CONT'D)
Computer architecture so sophisticated and capable of learning it approaches consciousness.

He sinks back onto the two lower 'pods. The upper ones snake out around him.

OTTO (CONT'D)
At times I feel the Rig here has a life of its own.

LEFT UPPER PSEUDOPOD takes a piece of paper from Otto's pocket. RIGHT UPPER produces a pen and scrawls something across the paper. Then the 'pod with the paper slaps it across Otto's back. He turns around, as if confused, walking on the lower pseudopods. The sign says GEEK!

Laughter from the audience. They're eating this up.

Otto, back to the audience, whirls his head around.

OTTO (CONT'D)
Given time, and a strong enough host...
(rueful smile)
...its systems and my own would actually begin to integrate with each other.

The pseudopods rip away his shirt, revealing THE RIG nestled right up against his spine, overlapping his own flesh.

OTTO (CONT'D)
--Merge into one organism.

AUDIENCE

Shock, even revulsion at the sight of the implants. Then a surge of APPLAUSE.

PETER

Gapes, bowled over.

PETER
You have to introduce me to him!

HARRY
Don't you have a diva waiting?

Peter checks his watch.

PETER
I can make it.

INT. DAVIS AUDITORIUM - BACKSTAGE - NIGHT

Otto lurches in on the pseudopods to a ROAR of applause from the hall.

The 'pods telescope in and Otto falls to the floor. But one of the 'pods remains slightly extended.

OTTO'S team crowds around him and drag him over to the NEURAL COUPLER UNIT. They mount it around him.

The TEAM LEADER twists the Rig's LATCH. This is a dial with a glass tube at its heart, like a spirit level, with a single glowing bubble of air. He aligns the bubble with a mark and--

WHAM-the 'pod LASHES out and knocks the Team Leader aside.

INT. DAVIS AUDITORIUM - AUDIENCE - NIGHT

People are still applauding. But Peter's spider-sense TINGLES. He gets up.

PETER
I'll meet you in the lobby.

HARRY
Where are you--

PETER
Too much coffee.

INT. DAVIS AUDITORIUM - BACKSTAGE - NIGHT

The Rig is out of control. Otto hangs from it like a doll. The pseudopods whip and buzzsaw. Smash lightbulbs. Scatter humans.

Spider-Man leaps into the middle of the cyclone. He tries to reach Otto. The 'pods feint and block.

He fires web snares at the pods; pins them to the wall. They break free, lash out. Knock Spider-Man down.

Spidey leaps up, fires a strand in either direction, snags the upper two 'pods. Yanks them toward himself. Ties them in a knot. They GRIND in protest. Keeping a grip on the knot he--

Spins a thick cocoon around each of the lower ones, padding each out until it's a gently flailing balloon. The Rig struggles for a moment, then powers down. Otto falls to the floor, the 'pods knotted across him.

Spider-Man kneels beside Otto. Making sure he's okay.

The Team Members hurry over with the coupler. Spider-Man gets out of the way. The team gets Otto into i and the Team Leader twists the Latch.

SPLORCH. The rig pops open. Otto falls out.

We see that Otto's bare, muscular back is enhanced by four neural sockets. They roll him over.

Otto opens his eyes. The irises of his eyes seem to be leaking into the whites: pinwheels. Strange flowers. Octopi.

ASSISTANT
Look at his eyes!

ASSISTANT 2
We're overdoing the endorphin push.

TEAM LEADER
That's the symbiosis routines in the Rig. It's actually trying to reconfigure his optical functions.

OTTO
Was I... was I fighting Spider-Man?

Everyone looks around at Spider-Man. Spider-Man's not there.

Otto sits up. They try to help him.

OTTO (CONT'D)
I'm fine! Thank you. I'm fine. Now, get off me.

He stands up, shaky. Brushes off their helping hands.

TEAM LEADER
Otto, it was too long. You stayed in the Rig too long.

OTTO
No, the problem is that I didn't stay in it long enough! My system never gets the chance to reach equilibrium with the Rig's!

They stare at him. Is he serious? He looks around. Sees the broken light bulb. The slashed curtain. The shattered chair. He sits down.

OTTO (CONT'D)
Maybe I stayed in the rig too long, I don't know.

They bring him a glass of water and a clean shirt. He accepts their ministrations.

OTTO (CONT'D)
Thank you. Thanks a lot, Teddy.
(concerned)
Are you all right? I didn't hurt you?

TEAM LEADER
(relieved)
I'm fine, chief.

INT. DAVIS AUDITORIUM - BACKSTAGE CORRIDOR

Harry introduces Peter to Otto; they're shaking hands. Otto looks a bit frazzled but basically fine.

HARRY
Doesn't it hurt to be jacked into that thing?

OTTO
Actually, thanks to the endorphin boosters it feels very good. Coming out's a bitch.

PETER
It's so great to meet you. And the Rig's pretty--cool.

OTTO
Still one or two--
(twitches his head)
Kinks to work out. But basically sound.

PETER
Actually, Doctor, I was hoping to hear you talk about the superspider research.

OTTO
Ah. Well. Unfortunately we lost our funding for that project. I'm afraid it was rather poorly managed. And please... call me Otto. Any friend of the Osborns is my friend. The Rig's materials and kinetechnology is all Oscorp design and build. Norman Osborn was a huge supporter of my work. A steady and generous supporter. Not too mention a true original. A man, in a world of mediocrities. He's very sorely missed.

At this mention of Norman, a shadow clouds Harry's face.

OTTO (CONT'D)
So I hear you're into spiders.

PETER
It's sort of a hobby.

OTTO
And you guys had a--field trip? To our lab last year? I hope that was interesting?

PETER
Oh, yeah. Changed my life.

HARRY
Pete? Not that I really care, but don't you have an ego extravaganza to get to?

Peter looks at his watch: it's 7:45.

PETER
Jeez! Oh, my God. I have to go. Now!

OTTO
Ego extravaganza?

PETER
It's our friend--

HARRY
Your friend.

PETER
--MJ. Mary Jane Watson. She's in this musical. She's the understudy and she's making her big debut in fifteen minutes.

He shakes hands with Otto, then starts away.

PETER (CONT'D)
You ought to check it out, I bet you'd really get into it.

EXT. MARTIN BECK THEATER – NIGHT

The Marquee reads: BRIDE! Over it, enormous cutouts of Dr. Frankenstein and the Bride. The name Deirdre DUNN plastered everywhere.

A tour bus pulls up in front of the theater. The nameplate reads: MT. NEBO CENTER FOR ASSISTED LIVING. A BUNCH OF OLD LADIES file out.

We're with two of the ladies, SOPHIE and ROSE. As they enter the lobby, they are each handed a program.

Rose notices a leaf of paper poking from the program. Tugs it out.

ROSE
What's this?

THE PIECE OF PAPER

DURING TONIGHT'S PERFORMANCE, THE ROLE OF ELIZABETH FRANKENSTEIN WILL BE PLAYED BY MARY JANE WATSON.

ROSE
Wouldn't you know it. Sixty dollars a ticket and we get the understudy.

SOPHIE
Deirdre's probably in rehab again.

INT. THEATER - BACKSTAGE - NIGHT

Frenetic stagehands make last minute changes. Actors loiter in the wings. We travel down the wings, past actors and crew who crowd the stairs, down to the dressing rooms.

MJ WATSON sits at the mirror, making little adjustments to her makeup. She's in costume as Elizabeth Frankenstein and holding a blond wig in her hands. RENARD, the actor playing HENRY FRANKENSTEIN, lounges beside her, calm where she's worried. He's very good-looking.

RENARD
Just remember, acting is reacting.

MJ
Got it.

Clearly troubled rather than nervous. The door to the dressing room opens. MJ turns expectantly. ANOTHER ACTOR'S there, costumed as an Angry Villager.

MJ (CONT'D)
Did you check Will Call?

ACTOR
The ticket is still there.

MJ looks sad. Puts on the wig, tugs it straight, and smiles at herself. Big theatrical smile. The show must go on.

Renard pulls a chair over, sits down right beside MJ.

RENARD
Hey, cheer up. There's a TV crew here, you know. From New York 1. They heard about your big debut.

MJ
How did they hear?

RENARD
I don't know. Somebody must have called them. Somebody who likes the way you... act.

Flirting hard. He brushes a flake of mascara from her cheek.

RENARD (CONT'D)
So, who is he, your Mr. No-Show?

MJ
A friend of mine.

ACTOR
Boyfriend?

MJ
No. Just a friend. I thought he might want to see my debut, but I guess he doesn't.

ACTOR
Eh, who needs him?

MJ
(resolute)
That's what I say. Who needs him?

The STAGE MANAGER comes in.

STAGE MANAGER
MJ? You ready?

I/E. THEATER – NIGHT

Peter tears into the lobby. Runs up to the theater door. A burly USHER stops him.

USHER
Whoa. You can't go in there. Nobody seated once the performance begins.

Points to a sign which confirms this.

PETER
But I--

USHER
It's to help maintain the illusion.

PETER
I understand. But I have to get in there. Mary Jane Watson is a friend of mine.

USHER
And as far as I can tell, she is a very nice young lady.
(beat)
Nobody seated once the performance begins. You can go in at intermission.

PETER
When's that?

USHER
(checks watch)
About forty-two minutes from now.

MJ'S CAST HEADSHOT

Nice picture. A little sultry.

INT. THEATER — LOBBY - NIGHT

It's on a wall by the front doors. Peter's gazing at the picture. Just kind of amazed by how pretty she looks.

Spider-sense TINGLES.

SIREN in the distance. Faint SQUEAL of tires.

INT. THEATER — ONSTAGE - NIGHT

MJ as Elizabeth with Renard as Henry F. Henry is singing his big number, "I Created A Man." MJ emotes back at him. Her gaze strays toward the house.

Right in the front row, a glaringly empty seat.

Back on MJ. She sings.

OUR TWO OLD LADIES

Way at the at the back of the house.

ROSE
She's terrible.

INT. THEATER — NIGHT

SIREN is louder. Peter ducks out into the street. Something is happening and he needs to stop it. It's coming from over on Broadway.

A CAR flashes through the intersection of 45th and Ninth. Driving way too fast. In traffic. Skids. Smashes into a car. Then another. Then keeps on going downtown. Two seconds later, one two three police cruisers.

Peter looks back at the theater. Then at his watch. Then back to the avenue.

PETER
It's not your problem, Pete. It's the police's problem. It's not your problem.

EXT. NINTH AVENUE - NIGHT

"CAR CHASE" SCENE (CC)

The car roars down the avenue, weaving in and out. The cruisers in pursuit.

It's a rag-top; THREE GUYS. Two in the back with machine guns. Oh, like Spider-Man didn't see that coming! Spider Man flies elegantly through their fire. Snags the two shooters.

Pins them to light posts and hangs them out for the police.

Now Spider-Man turns to the DRIVER. Lands on the car. Is thrown off. Shot at. Keeps coming back.

In the end he crawls under the car, comes over top, webs up the Driver's gun. Manages to get them both out just before the car slams into a big construction site dumpster and EXPLODES.

EXT. CONSTRUCTION SITE - NIGHT

TWO POLICEMEN come running over. Spider-Man lowers the poor bastard down to them on a line, headfirst.

They grab him and cuff him. One leads him away. The other looks up at Spider Man.

POLICEMAN 2
There's no way I can not arrest you for that.

SPIDER-MAN
Duly noted.

He fires a web and swings back uptown.

POLICEMAN 2
It's a lot safer in jail, Spider-Man!

EXT. NINTH AVENUE - NIGHT

Spider-Man, swings back toward the theater. Spider sense TINGLES. His head snaps left.

Atop a building nearby, the flash of a sniper's rifle. The next instant a shot rings out.

A bullet snips the dragline neatly in two. It goes slack and Spider-Man falls out of the sky.

Spider-Man plummets to the ground.

A MOTHER is pushing TWINS in a stroller. Right under him.

Moving like a diver he twists around. Fires a web that snags a small billboard across the street. He stops falling.

The webbing peels the entire top sheet off the billboard, in a single piece. Peter falls the last four feet or so. Manages to arrest his fall, slamming his shoulder into the pavement. Nearly hits the TWINS.

MOTHER
Maniac! Idiot!

Peter stumbles to his feet. Two big BRUISERS rush him. One carries a pair of heavy-duty handcuffs. They're on him.

They're big, but Peter handles them easily with a little fake kung fu. Then he looks up. Scans the skies over Ninth Avenue. All quiet. There's nothing there now.

TAUNTING MAN (O.S.)
Hey, look. It's the ten million dollar man.

Spider-Man looks down. And sees that a crowd has gathered around him. Most just staring at him like hungry dogs.

TAUNTING MAN (CONT'D)
We get five, six guys together, we could take him. That's like, what, two million apiece. Come on.

But he doesn't step forward. Nobody steps forward. Then a little kid steps forward. Twelve or thirteen.

KID
You in for it now.

The kid hands Spider-Man an early copy of tomorrow's Bugle.

THE PHOTO PETER SOLD HIM TODAY

(captioned SPIDER MAN ASSAULTS NUN!!!) and

THE HEADLINE:

WANTED -- $10,000,000 REWARD..

SPIDER-MAN
Ten million dollars. I should arrest myself.

Bounds right over them and then into the night.

SPIDER-MAN (CONT'D)
Give it your best shot, New York.

INT. MARTIN BECK THEATER — LOBBY - NIGHT

Peter comes tearing back in. The lobby's ominously empty.

The same usher stands there. Ready for Peter.

PETER
Tell me I didn't miss intermission.

In reply the usher just crosses his arms.

INT. THEATER - NIGHT

MJ is having a deep scene with the Monster and the Bride, just before the tragic conclusion.

At the back of the theater, one of the old ladies watches, expressionless. Her friend is sound asleep.

EXT. THEATER - STAGE DOOR

Peter waits, watching the door. Some actors come out. Peter perks up--no.

Then she's there.

PETER
MJ!

She sees him, is pierced through by the sight of him--and keeps walking. He goes after her.

PETER (CONT'D)
MJ. Please.

She keeps going. He takes her by the arm. She shakes it off. She isn't going to even speak to him. On second thought-- She turns back to him.

MJ
You know, when you said you wanted to be friends, I believed you.

PETER
I do want to be friends.

MJ
Well, then you aren't a very good friend, are you?

PETER
I tried, MJ. I got here. I mean, I was a little late. They wouldn't let me in.

MJ
But you missed everything! All of it! Why didn't you come in at intermission?

Peter doesn't know how to answer this; can't lie fast enough.

PETER
Well--there was an accident--in the street. I went to get a picture and--

She doesn't want to hear it. Starts away again.

PETER (CONT'D)
MJ. I do want to be your friend. I'm sorry. Please.

She looks at him. Is she softening? Peter will never know. Renard comes out of the theater. Checks out Peter.

RENARD
Good night, MJ. You were wonderful.

Gives her a big hug. When he lets go, MJ is staring right at Pete. Her look says, See? You could lose me.

Renard gives Peter the fisheye and then walks off.

PETER
MJ. You aren't-- are you...

MJ
Renard's just a friend. Why. Do you wish I was seeing somebody? Would you like to get rid of me and for all?

PETER
MJ--

MJ
No. No, I think you enjoy this idea you have that I'm going around carrying a torch for you. Which I'm not.
(beat)
No, I'm not seeing anybody, Peter. But you know what? I might meet someone. I might even fall in love with somebody. Tomorrow. And then nobody will be carrying a torch for you. And then what will you do?

She's angry. He looks like he thinks she has a right to be.

PETER
MJ. You don't know. You don't know how much I think about you. How much I--

MJ
No, that's right. I don't know anything. I've known you since the first grade but I don't know anything about you.

Peter takes a step toward her. Looks into her eyes. Six inches of air separates him from having her.

His PAGER goes off. He's embarrassed, fumbles with it.

PETER
Sorry. It's--oh. It's Aunt May. She hardly ever pages me. I better--

MJ watches him go. Typical.

EXT. PAYPHONE - NIGHT

Peter's on the phone, worried.

PETER
Aunt May? Aunt May, what's the matter? Why are you crying?

INT. AUNT MAY'S HOUSE - SIMULTANEOUS

Aunt May's in her bathrobe, sitting at the kitchen table. Not so quietly losing it.

MAY
What's the matter? I'm going out of my mind, that's what the matter! I can't take it any more!

EXT. PAYPHONE - SIMULTANEOUS

Peter is distressed.

PETER
Okay, okay, Aunt May, settle down. I'm coming.

He hangs up, and runs back down to the alley where he left MJ. But she's gone.

EXT. TRIBOROUGH BRIDGE - NIGHT

Peter races out to Queens on his lousy motorcycle.

INT. AUNT MAY'S HOUSE - NIGHT

Peter comes running into the house at top speed, tears into the kitchen.

Aunt May's just sitting there, not crying. Scarily still, holding a cup of tea, in a pool of light. Nice plate of cookies beside her.

PETER
Aunt May? What--

MAY
There's a fly.

PETER
A fly?

MAY
A fly, a bee, I don't know what it is. Buzzing all around the house, it's driving me insane! Who can sleep with a racket like that?

Peter: Okay.

PETER
All right. I'll take care of it.

MAY
I tried to kill it myself, but I can't. I don't know where it is.

Peter cocks an ear, his hearing spider-sharp.

PETER
It's in the bedroom on your lamp.

She gives him a look; how did he know that?

INT. AUNT MAY'S HOUSE - BEDROOM

Peter steps into the bedroom and closes the door behind him. His eyes dart to a porcelain shepherdess holding up a forty watt bulb and a gilt-edged shade.

There on the shepherdess's bonnet perches a big fat juicy fly. If we could detect such things, we would sense that the fly feels a sudden alarm.

INT. AUNT MAY'S HOUSE - KITCHEN

Aunt May hears the THWING of Spidey's webbing and then a SPLAT.

Peter emerges from the bedroom, looking satisfied.

PETER
Mission accomplished.

MAY
I'm sorry, Peter. I know you must think I'm losing my mind. It's just-- your uncle always killed the bugs around here.

PETER
He was a handy guy to have around.
(beat)
I never realized how much I depended on his advice.

A beat.

MAY
Something on your mind?

PETER
Well--

MAY
You could talk to me, you know.

PETER
Yeah, I know that. But I--

MAY
Peter...
(taking a chance)
I've seen the change that has come over you since Ben died. Everyone has.

Peter looks startled. Guilty.

PETER
Change...? I don't... What do you mean?

MAY
You have to grieve him, Peter. You have to let yourself mourn.

PETER
Oh. Yeah.
(beat)
I wish I could.

MAY
What?

PETER
Oh--no, I mean, I know, you're right.

MAY
Sooner or later, Peter, you have to let it out. It might as well be now.

Peter nods. Sits down. Weight of the world.

PETER
I'm having a very hard day, Aunt May.

She slides the plate of cookies over to him. He takes one. Chews it. Sighs.

MAY
Go ahead. Cry.

PETER
No, Aunt May. I can't cry. I can't mourn Uncle Ben. I don't have the right.

MAY
Don't be silly, Peter. Of all people--

PETER
Of all people, not me. You don't know everything there is to know, Aunt May. About how Uncle Ben died. The guy who-- that punk.
(deep breath)
I had a chance to stop him.

MAY
What?

PETER
The guy. I ran into him. A couple of hours before he shot Uncle Ben. He was robbing this place. And I knew it. And I could have stopped him easily. But I let him run right past me. Because at the time it didn't seem like my problem.

She's just looking at him. Dry-eyed. A little confused, maybe.

PETER (CONT'D)
And then like an hour later, that's when Uncle Ben was waiting for me and this guy went up to him and...

She sits a moment longer. Then she stands up and takes the plate of cookies away from him.

MAY
Well, I guess I can understand how you didn't want to tell me this.

Turns and dumps all the lovely cookies into the trash. Quiet fury.

MAY (CONT'D)
I mean, on the surface, it does seem to be something fairly unforgivable.

PETER
Aunt May?

She swings the china plate above her head, then brings it down against the counter. It shatters.

MAY
Damn it!

She crouches stiffly and begins to pick up the pieces. Peter goes to help her but she pushes him away. As she tosses shards into the trash, she cuts herself.

MAY (CONT'D)
Ow! Damn it.

Pokes her finger into her mouth. Peter tries to put his hand on her shoulder.

MAY (CONT'D)
Get away from me. Get out!

He backs away. She takes the Dustbuster from the broom closet and begins noisily to bust dust. Steely eyed.

PETER
Aunt May--

She ignores him, vacuuming. He turns and walks out.

EXT. BQE - NIGHT

Peter roars back to the city. As he slows in some traffic, the bike begins to backfire and throw sparks. Then it actually bursts into flame. Fellow motorists honk at him. One leans out of a passing car.

FELLOW MOTORIST
Yo, butthead, your motorcycle is on fire.

Peter scrambles over onto the shoulder. Leaps off the burning bike. Contemplates the flames then starts to stamp them out. This quickly devolves into a vicious kicking.

PETER
Stupid frigging piece of junk! Why can't I have one thing in my life that actually works!

Fellow motorists slow their cars to watch as Peter's spider strength renders the bike a heap of junk in seconds.

PETER (CONT'D)
Can't-- even-- cross town without bursting into flames-- or being shot at!

Peter stands over the corpse of the bike, heart POUNDING. Then turns and starts to limp home along the median.

INT. OSBORN/PARKER APARTMENT — NIGHT

Harry is lying on the couch, watching a tape of Barbara Walters interviewing his father. With the aid of a shaker of martinis. And a little amber prescription bottle.

THUMPING from outside, muffled through the blast shutter over the door.

PETER (O.S.)
Harry, god damn it, let me in!

Harry picks up the remote and punches in the code. The barrier goes up. Peter drags his sorry ass in the door. He's a wreck.

HARRY
I made martinis.

PETER
I see that.

Onscreen, Norman Osborn sheds a single shining tear.

Harry is crying, too.

HARRY
That's the only time that man ever cried.

PETER'S FACE

Oh, brother. Here we go. He takes a deep breath, then sits down beside Harry.

HARRY
Have a drink. You look like you could use one.

PETER
I probably could. But no, thanks.

He points to the bottle of pills.

PETER (CONT'D)
What are those?

HARRY
Dinner. Courtesy of Dr. Chomsky.

PETER
I'm sure he doesn't want you taking them with alcohol.

HARRY
She. No, you're right. She'd probably be very disappointed in me.

They sit and watch the tape of Norman Osborn. Now Norman is his old in-control self again, telling Barbara Walters a story. Barbara is laughing.

HARRY (CONT'D)
Pete. Just tell me where to find him. Tell me where you meet him. That's all you need to do. I'll take care of the rest.

Peter looks at him. Harry just keeps staring at the screen.

PETER
I can't. He broke off contact with me. He said I've made it too dangerous for him. He almost got killed today.

HARRY
I know.
(beat)
Who do you think put up the bounty?

Onscreen, Norman Osborn is laughing, now, too. A strangely familiar laugh. His goblin grin is reflected for a moment on his son's face, mad glint of the TV in his eye.

PETER
Bounty!

HARRY
I'm sorry, did I say bounty? I meant reward.

PETER
Harry, what you're talking about is--

HARRY
Murder? Maybe. People get murdered, Pete. My father. Your uncle. It happens.

The tape goes blank. Harry's eyes fill with static. Peter gets up.

PETER
I think--it would probably be best for me to move out.

HARRY
What? Because of what I said about Spider-Man? Pete, don't be--

PETER
Mr. Aziz fired me today, Harry. And I can't work for the Bugle anymore. So. I can't afford to pay you rent anymore.

HARRY
You'll find another job. I'll carry you until you do, no problem.

PETER
I couldn't let you do that.

Harry sloshes upright. Grinning a twisted grin.

HARRY
No, that's right. You wouldn't want to be a sniveling little do-nothing freeloader. Like me.

PETER
Harry, come on. Let's not--ah, forget it.

He starts to walk out.

HARRY
Pete?

Harry sits up, drunk and stoned but still Harry.

HARRY (CONT'D)
Well... where are you going to go? Home to Aunt May?

PETER
No, I don't think I'm so welcome there anymore.

He climbs up to his bedroom door. Tries to open it. Pushes some buttons. Nothing happens.

PETER (CONT'D)
Harry, could you please let me into my bedroom?

INT. OTTO'S LOFT - NIGHT

Otto lies in a steaming bathtub, recuperating from his show. Nice tub, good cigar. TV flickering in the wall.

On the news: His performance. Video coverage of the lecture, of Otto strutting around the stage.

BOY TALKING HEAD
...potential applications, Octavius said, range from handling nuclear waste to detonating underwater mines to the exploration of outer space.

GIRL TALKING HEAD
Speaking of creepy crawlies, Jim, it seems that Spider-Man is finding New York to be a very tough town.

At the words "Spider-Man" Otto sits up in the tub. He leaps out, dripping, and pads over to the television wall.

Otto hits the record button on his DVD-R. We see several shelves of DVD archives arranged above the recorder.

On TV, the incident is reported. Jameson is there, ranting. We see the headline about the reward. Then there's a shot of Spider-Man scaling a wall.

Otto zooms in on it, watching with a scientist's eye.

The girl talking head comes back on.

GIRL TALKING HEAD (CONT'D)
It was a scene right out of All About Eve tonight when a spokesman for Deirdre Dunn announced that the Broadway star, currently playing the lead in the popular musical Bride! would be taking a temporary leave of absence for some well needed rest...

Otto pops out the disk, fits it into its box, scrawls a label. Files it on the shelf. We see that it is labelled: SPIDER-MAN 5/24/04.

All of the other disks are labelled the same way. They go back for a year.

GIRL TALKING HEAD (CONT'D)
...said that the role will be played by Miss Dunn's understudy, Mary Jane Watson.

Otto's attention is drawn to the screen again. MJ is being interviewed, in makeup, backstage.

MJ (ON TV)
Well, this is great opportunity for me, but mostly I just wish for a very speedy recovery for Deirdre.

Otto's gaze remains scientific, but somehow softened. Towels off his hair, watching MJ's lovely face.

We pull back and reveal as we do so his four backjacks, each capped with a rubber seal, glistening.

INSERT

The next day's Bugle: NEW YORK TO SPIDER-MAN: DROP DEAD.

EXT. NEW YORK STREET — NEWSSTAND - DAY

The newspaper sits atop a pile. THWIP! A fine mesh of webbing spreads across the edge of the paper. The NEWSVENDOR watches openmouthed as the paper is tugged gently skyward.

A dollar bill comes dangling down on a thin silky thread.

EXT. NEW YORK STREET - LAMPPOST - DAY

Spider-Man crouches atop the lamppost, scanning the paper. Crumples it up. Head snaps to the left. TINGLE of spider sense. A GUNSHOT. A SCREAM.

EXT. KOREAN GROCERY - DAY

A THUG runs out with a sackful of money. Stuffs his gun into his waistband.

A jet of webbing catches his left arm and pins it to the wall. Another catches his right arm, then THWIP-THWIP each of his legs at the ankle. He's pinned and struggling. He drops the bag.

Spider-Man picks up the bag. Opens it and peers inside.

SPIDER-MAN
You shot someone for nineteen dollars? That's--

Out of nowhere looms a huge OBJECT, heading for his skull. A wet impact.

It's a WATERMELON, wielded by a pair of YOUNG MEN. A neat stack of watermelons behind them.

Spider-Man wobbles. Sags.

YOUNG MAN
You're under arrest.

The GROCER comes running over. A bloody patch on his upper arm. Picks up the bag of money. Screams at the young men.

GROCER
What's the matter with you? He's a good guy. I'm sorry, Spider-Man. Here.

He jabs the grubby pile of bills toward Spider-Man. A SIREN. Spider-Man closes the Grocer's hand around the money.

SPIDER-MAN
(to Grocer)
Thanks.

As the police run up, Spider-Man takes to the sky.

EXT. QUEENS - FILIPINO CULTURAL CENTER - NIGHT

Dusk outside Bingo Hall. A black Volvo pulls up. Five HOODS pile out and go running in.

INT. BINGO HALL - NIGHT

Two hundred frightened but outraged old Filipina ladies relinquish their bingo money to the pillowcases of the hoods.

A thick strand of webbing lances in and SMACKS the gun of the Lead Hood. Snatches it from his hand. Then swings it into his temple, knocking him cold.

SPIDER-MAN

Stands in the doorway, wielding the web like a lariat.

The gun flies through the air, conking the Second Hood on the head, then the Third, Fourth and Fifth. They all go down in under three seconds.

The old ladies turn to Spider-Man. Hard to read their expressions. He waves his fingers.

OLD LADY
Ten million dollars!

They start toward him, and then they're on him, bludgeoning him with their handbags.

INT. BINGO HALL - NIGHT

He stumbles free of them and then leaps to safety.

INT. JJJ'S OFFICE — NIGHT

JJJ's working late. Studying two alternate front pages. One says: NOWHERE TO RUN TO, BABY. The other says: NOWHERE TO HIDE.

CRASH!!!!! A blizzard of broken glass. JJJ ducks under his desk as the avalanche comes down.

Spider-Man drops down through the skylight over JJJ's desk.

JJJ comes out from under the desk. Sees Spider-Man standing there.

SPIDER-MAN
Got a minute?

JJJ picks up his phone. Punches a button.

JJJ
This is Jameson. Code S. Repeat. Code S.

SPIDER-MAN
Is that S as in "shut the hell up"?

He slaps a gob of webbing across JJJ's mouth, then, in a few seconds, encases him entirely. A slick pupa. Takes the straw from JJJ's Big Gulp. Picks up the cocoon. Jams in the straw about where JJJ's mouth should be. Garbled CURSING.

Spider-Man sticks the cocoon under his arm and leaps to the ceiling. Clambers across the newsroom, over the astonished staff. Out a window, upside down.

EXT. ROOF OF BUGLE - NIGHT

Spider-man rips the cocoon away. JJJ starts to rant but looks over the cornice and sees the street far below. Cringes and pulls back. Afraid.

JJJ
I-- I'm acrophobic. Fear of heights.

SPIDER-MAN
Really, I thought that was fear of spiders.
(beat)
Look, Jameson. I'm fine with you hating me. I'm even fine with you slandering me. But getting me killed, I don't know, that kind of irritates me a little.

JJJ creeps carefully away from the edge.

JJJ
The Bugle didn't tell anybody to kill you.

His courage returning. He starts to close in on Spider-Man.

JJJ (CONT'D)
Look, pal. I'm not fine with anything about you. You are a danger to this city. You may not believe in old-fashioned ideas like due process and the rule of law, but I do. You come in here with your tight pants and your sticky fingers and you tell us you're a hero. But you know what I see? A vigilante, a muscle man, a gangster in spandex. What gives you the right? Because you're the strongest? That's not the country I'm from.

JJJ has Spider-Man on the defensive--backing away.

JJJ (CONT'D)
You know, I hired a psychiatrist to do a profile of you. Did you see that story? Did you read what that lady said? "Delusionary." "Narcissistic." "Messiah complex." Translation:

JJJ goes in for the kill.

JJJ (CONT'D)
You need to get a life, pal.

A door SLAMS. A DOZEN SECURITY GUYS pour out onto the roof.

Spider-Man looks at them, then back at JJJ. Seems about to speak. Then leaps over the side of the building, and is gone. The security men run to the ledge.

JJJ (CONT'D)
Where the hell were you? You're all fired.

INT. OSBORN/PARKER APARTMENT - NIGHT

Peter has his stuff packed up; he's carrying out three suitcases and big laundry sack. Harry comes out into the hall to watch him go.

HARRY
So, that's it. You're just going.

Peter starts to say something, then just nods.

HARRY (CONT'D)
Where?

PETER
I found a place out in Sheepshead Bay.

As he goes out the door, the laundry bag tumbles from the pile of suitcases. Peter stoops to pick it up.

HARRY
You don't have to take dirty clothes. You can still do your wash here, you know.

Peter shrugs.

PETER
I need the big machine.

INT. LAUNDROMAT - NIGHT

3 AM. Deserted. Peter sits in a plastic chair, reading a thick tome entitled Biomolecular Chemistry. A pile of similar tomes beside him. Makes a note in a notebook.

A YOUNG MAN enters, carrying a laundry sack. Sees Peter sitting there. Peter doesn't look up. The man goes over to a machine.

Spider sense TINGLES. Peter looks up as in slow motion the man walks, KEYRING JINGLING, CHANGE in his pocket, earphones THROBBING in his ears.

Slowly the fingers reach for the lid of the machine.

PETER
No!

The man gapes at him.

PETER (CONT'D)
You can't use that one. That's my machine.

The man decides that Peter is mad. He begins to stuff his clothes back into the sack.

YOUNG MAN
Okay, mister. Take it easy.

He shoulders the bag and hurries out.

YOUNG MAN (CONT'D)
The yellow light's flashing.

Peter waits a moment, then runs over to the machine.

The OUT OF BALANCE light is blinking. Peter lifts the lid. Pulls out the red and blue suit, soaking wet.

INT. DR. CHOMSKY'S OFFICE

Harry sits facing Dr. Chomsky, a petite Korean-American woman.

DR. CHOMSKY
Nightmares?

HARRY
Every night. Two of them, last night.

DR. CHOMSKY
What are they about?

HARRY
I didn't think you guys handled dreams anymore. I thought that dreams were just brain garbage.

DR. CHOMSKY
They are. But you can learn a lot about a person by going through their garbage.

Harry thinks. He closes his eyes.

HARRY'S NIGHTMARE

He's shaking hands with his father. They're both smiling. Then with a horrible wet sound Harry splits open, right down the center, and Norman Osborn steps out of the husk. The real Norman starts to laugh his GOBLIN laugh.

BACK ON HARRY

He opens his eyes. Real pain in them.

HARRY
They're disgusting. I don't want to talk about them. Just, please. Give me something to help me sleep through them.

The doctor stares at him. Sighs. Reaches for the prescription pad.

INT. MARTIN BECK THEATER - AUDIENCE

Otto sits in the fifth row, center. Watching.

INT. THEATER - ONSTAGE

MJ sings her big number, "The Mind of the Man I Love."

INT. THEATER - AUDIENCE

Otto's entranced.

INT. MARTIN BECK THEATER - BACKSTAGE - NIGHT

MJ stalks offstage to lackluster APPLAUSE. Dissatisfied. Renard follows right behind.

MJ
I sucked!

RENARD
You sucked not.

INT. DRESSING ROOM - CONTINUOUS

MJ runs into the dressing room, flings herself onto a battered sofa. There's a Bugle lying there; she tosses it toward Renard.

MJ
The Bugle was right. I do "manage to be both overstated and paper-thin at the same time."

RENARD
Someone doesn't agree with you or the Bugle.

He points to a big bouquet of black roses, with a card. She goes to them, intrigued, charmed, irritated all at once. Opens the card.

MJ
If Peter thinks he can…

THE CARD

It reads: I THINK YOU ARE BRILLIANT. O.O.

MJ
"O.O.?"

RENARD
Oh oh.

EXT. MARTIN BECK THEATER - NIGHT

MJ is walking out, carrying the flowers. Otto approaches, but keeps a certain distance. He doesn't want to frighten her. He's dressed with a sharpness that is only slightly funereal.

OTTO
Miss Watson?

She turns, startled but somehow having expected it, too.

OTTO (CONT'D)
I'm Otto Octavius. I--I sent you those flowers.

MJ
Oh oh.

OTTO
I hope that wasn't out of line. Was it? It was. Excuse me. I'm sorry.

He turns and walks away. Shaking his head. Not so much embarrassed as disturbed by the failure of his experiment.

MJ
No! I mean--

OTTO
I won't bother you again.

MJ
Wait!

Slowly Otto turns back.

MJ (CONT'D)
I loved the flowers. I've been sort of hoping somebody might send me flowers.

OTTO
Peter Parker?

MJ
Yeah…? How do you…?

OTTO
Peter's a friend. Of a friend. Honestly, I don't really know him very well at all. But he's the one who told me about you. About your being in this show. Which I loved. It was beautiful. You were brilliant, I meant it.

MJ
Thank you. Unfortunately the drama critic of the Daily Bugle doesn't agree with you.

OTTO
The man is a well-known idiot.

MJ
Really?

OTTO
(has no idea)
Legendary.

She likes this. The bubble of weirdness between them pops. We can almost hear it. MJ salutes him with the roses.

MJ
Thanks for these.

MJ and the roses go very well together. Otto stares. Inner turmoil visible. A long beat goes by. She turns to leave.

OTTO
Do you believe in the value of boldness, Miss Watson?

MJ
At all times.

OTTO
Have dinner with me. Right now.

MJ hesitates. Not because she doesn't want to; because she does. This is a big yes for her.

MJ
Where did you have in mind?

OTTO
There's this Ethiopian place on West 47th.

MJ
Ethiopian. Wow. I've never--

He wiggles his long elegant fingers. Faintly but disturbingly tentacular.

OTTO
I like to eat with my hands.

INT. MESKEREM ETHIOPIAN RESTAURANT - NIGHT

A lovely server settles an enormous platter of doro wat and other fine and strange foods before them. Otto is delighted to see it. MJ less sure.

OTTO
Yum. Look at that.

MJ
It's very… colorful.

Otto digs in. After a moment MJ tears off a piece of njera and joins in. Warily. Otto watches her. She looks right back at him.

OTTO
Well?

MJ
Strange but good.

OTTO
You were telling me about your mother.

MJ
I know I was, and I'm sorry. Let's talk about you. You seem like a much more interesting person than me.

OTTO
Not to me.
(self mocking)
Not right now, anyway.

INT. RESTAURANT - LATER

They are sitting closer to each other. She's finishing a story. It's supposed to be funny but he just nods, serious.

OTTO
And did you have a dog?

MJ
When I was little. Tasha. She--no. I am not going to tell you about my childhood pets. That's enough. It's your turn. Tell me about what you do. It sounds fascinating.

OTTO
I could describe it to you. But you would never believe it.

MJ
Try me.

OTTO
I'll tell you what. Come uptown. Right now. I'll show you the lab. I'll show you the rig.

MJ
Oh, I couldn't--

OTTO
Boldness in all things.

INT. ANANSI PROJECT LABORATORY - NIGHT

The darkened laboratory. Machines softly interrogate one another. KEY in the door. Slash of light.

All the lights go on as Otto ushers MJ in. She notices the rig right away. It hangs in its dock, a malign orchid.

MJ
Is that it?

Otto is in love with the rig, of course. The way that a man might be in love with a ship, or a 1971 Chevrolet Barracuda.

OTTO
That's it.

She gets that he has feelings for his machine.

MJ
It's beautiful.
(beat)
It's a little freaky.

OTTO
Well, I'm a little freaky. You should probably know that about me.

MJ
Okay.

THE RIG

One of its heads. The one with a somehow crafty expression in its staring black sensor.

POV - THE RIG

As Otto "comes out" to MJ.

OTTO
I am not like other people, MJ. I'm not like anybody you've ever met. Freaky, yeah, I'm a freak of nature. I taught myself calculus when I was nine. I was a chess grandmaster at fifteen. I don't say it as a boast. It was hell on earth. I had to fight every day of my life.

MJ
I knew a kid like that.

OTTO
But there was always that one pretty girl who also managed somehow to be nice. I'll bet that was you, huh?

MJ looks away, smiles.

THE RIG

Deep in its sensor, a diode pulses. Now it's watching MJ.

OTTO (CONT'D)
Today, I'm all right with it. I've learned to embrace being a freak. I accept that I was given the gift of intelligence for a purpose. Which is this thing you see. The rig. Otto's Octopus.

He goes over to it. Takes hold of one of its hands. A touch of the bridegroom.

MJ
What does it, well… do?

OTTO
Oh, it cuts hair.

She laughs.

OTTO (CONT'D)
What does it do? It improves you. It makes you better.

MJ
You mean it makes you stronger?

OTTO
Stronger, faster, yes, but also smarter. Much smarter. When I'm jacked in, I feel like my grasp finally equals my reach. I can feel myself--expanding. Not just my physical grasp but my mind, my heart, my soul. I feel enlarged by the experience. And it feels right. Have you ever felt anything like that?

MJ
I thought so. One time.

She goes over to the rig. Slowly extends her fingers toward the nearest head. As her fingers draw nearer the diode pulses and we begin to fear for the fate of her fingers. Her fingertips touch-- the eye goes dark.

MJ (CONT'D)
When you say "jack"…

OTTO
There are four shunts that interface directly with my central nervous system. I wear it. But it's also wearing me.

He reaches up and takes hold of the latch, with its spirit level bubble.

OTTO (CONT'D)
This is the neural integrity seal. The latch, basically.

MJ
Does it hurt?

OTTO
The system delivers a steady dose of pain blocking endorphins the whole time I'm in it. Which so far has never been longer than a few hours. The goal is a permanent interface. Of course the idea of a permanent human/machine integration makes some people uneasy.

Granted, MJ's looking a little uneasy. Otto fingers the Latch.

OTTO (CONT'D)
The Rig is designed to seek to implement a systems merger with the host. Unfortunately, so far, my flimsy human tissue's not up to the challenge. Not yet. We're working on that.

MJ is freaked, and fascinated.

MJ
So you have, like... holes? In your back? Permanent ones?

OTTO
Want to see them?

Daring her, a little bit.

MJ
Not really, but yes.

He turns. Unbuttons his shirt. Lowers it. Four black glinting discs in his back. Freaky but beautiful.

MJ (CONT'D)
Whoa! Okay. Thank you. Very nice.

He pulls up the shirt, rebuttons it, turns. Shirttails hanging out.

OTTO
It's late.

MJ
It is.

A DOORBELL PANEL

A FINGER scans the names. Stops at WATSON. Press the BUZZER.

EXT. MJ'S APARTMENT BUILDING - NIGHT

Peter's standing there. Dressed up. Holding a single red rose. He waits. There's no answer. He checks his watch; it's late. Then cue the TINGLE of spider-sense. He whirls, hears FOOTSTEPS, VOICES.

MJ and Otto approach the building.

Peter's face as he registers the voices: alarmed.

REVERSE ANGLE

On the front step as MJ and Otto approach. Peter's not there. MJ turns to Otto, carrying the big dark bouquet.

MJ
Thank you. I had a really nice, really interesting time. And thank you for the flowers.

PETER PARKER

Clings to the side of her building, upside down. Takes the single cheap rose from his teeth. Looks at it.

OTTO
So, maybe it's out of line. For me to ask you this. But I don't want to make a fool of myself. Are you seeing Peter Parker? Because if you are.

MJ
No. I was. But he wouldn't… He couldn't... He just couldn't.

OTTO
It's really none of my business.

But he looks pleased with the information. He holds out his hand.

OTTO (CONT'D)
Good night.

She takes his hand, then plants a kiss on his cheek.

PETER

Watching the kiss. It's breaking his heart.

MJ

Turns and lets herself into the building.

INT. MJ'S BUILDING - LOBBY - NIGHT

She presses herself against the door. Stunned at her own brazen behavior.

EXT. MJ'S BUILDING - NIGHT

As Otto turns and starts back across town. A skip in his step. A cybergoth Gene Kelly. Feels like dancing with a lamppost.

EXT. LAMPPOST - NIGHT

As Otto walks through its beam we notice a dark shape crouching on the stanchion. Watching.

EXT. SCIENCE BUILDING - NIGHT

The domed building where it all began for Peter.

A shadow from the shadows leaps onto the domes. It's Peter.

INT. SCIENCE BUILDING - NIGHT

The great central hall. It's deserted and dim. He walks around. Hears echoes of that afternoon a year ago.

The spider cages are empty.

He looks down at his hand where the spider bit him, rubs it. Thoughtful, then his face breaks. He sits down, buries his face in his hands. Chokes up.

A WHIRR; he looks up, TINGLING.

INT. ANANSI PROJECT LABORATORY - NIGHT

Peter creeps down the hall just outside. We HEAR the unmistakable WHIRR of the rig.

SERIES OF SHOTS - COUPLING THE RIG

1) Otto lowers the Rig into position.

2) The Rig watches, expressionless.

3) Otto steps into the Rig. Engages the coupler. A WHINE of hydraulics.

Otto reaches back to twist the Latch. Can't quite see what his fingers are doing.

His fingers can't reach. Can't reach. He strains, grunting. Gives up. Starts to press the decoupler. Then--

--a 'pod reaches in for the Latch and TWISTS IT.

Otto flinches, then lets go as blessed relief floods his features. Sinking in. The irises of his eyes spiral out.

One of the 'pods reaches toward his face and, tenderly, strokes it with steely finger.

Peter, watching, GASPS.

The 'pods hone in on the sound at once, quivering. Otto looks over.

OTTO
Who's there?

Peter steps out of the shadows.

OTTO (CONT'D)
Parker?

PETER
Hi.

OTTO
(rattled)
What the hell are you doing here?

PETER
I wanted to talk to you. But I see you're--what are you doing?

OTTO
I was just--uh. Celebrating.

PETER
You use that thing... recreationally?

OTTO
It helps me relax.

INT. ANANSI PROJECT LABORATORY - NIGHT

Peter sits across a desk from Otto. One 'pod puts on a CD. Two others are busy pouring two cans of Coke. Peter eyes the 'pods warily. Otto taps at the keyboard of his computer.

OTTO
The viral delivery system we were using in the superspider project.

PETER
That's right.

Otto hits a few more keys.

OTTO
That's why you came here.

PETER
What other reason would there be?

Otto shrugs.

OTTO
Here. Yes, we were using a modified arbovirus. Highly infectious in spiders. We replaced the nucleonic RNA with whatever we wanted to code for and the virus did the rest.

PETER
Is this arbovirus infectious in humans?

OTTO
It could be. If we had wanted to introduce spider material into a human, I suppose we could just have just gotten one of the little critters to bite--

Staring at Peter. Understanding without knowing.

PETER
What?

POV - THE RIG

It watches Peter and Otto, pulsing softly.

OTTO
Why do you want to know?

PETER
I'm just curious.

As Peter says these words:

They are processed by the suit; it subjects them to a

VISUAL VOICE-STRESS ANALYSIS

The pattern is scanned and designated COUNTERFACTUAL.

AN INDICATOR

begins to blink on one of the pods.

AT OTTO'S WORKSTATION

The ROUTER begins to blink in kind.

ON THE MONITOR

Windows pop up, running archive footage of Spider-Man: climbing, swinging, leaping.

Another window: Superspider Inventory: 1 through 15. Number 15 flashes: LOST.

But Otto's not even looking at the monitor; he doesn't need to.

OTTO
Spider-Man's a friend of yours, isn't he?

Peter starts to play the question off.

PETER
No, not a friend--

OTTO
Know anything about him?

PETER
Not much. Kind of a quiet guy.

OTTO
Know if he was ever bitten by a spider?

PETER
He might have been. I wouldn't know.

OTTO
We lost a spider. If, by chance, it bit him. Is that what happened? And transferred the viral genotrope in its venom...

He's advancing on Peter now. The 'pods billow and arc.

OTTO (CONT'D)
That's great! It's a conceptual breakthrough!

PETER
Not to him, it isn't. He's sick of it. That's why I came to see you. To see if there's any way to--

OTTO
Why didn't he just come himself?

PETER
Huh? Oh, because. He's, uh, horribly disfigured. Up close. That's why he wears the mask.
(shudders)
It's like, he has these little hairs all over him, and compound eyeballs. And the smell!

OTTO
Unfortunate. No way to control the process, I suppose, relying on a bite.
(beat)
He could probably use one of these eventually.

He reaches into a tray behind him. Holds up a tiny ziplock bag with a speck inside. Peter leans in to look. A tiny bit of circuitry--a spider-mite of silicon.

PETER
What is it?

OTTO
It's basically an immune system on a chip. You seed it with a sample of the material you want to defend against, and it pumps out antigens. I call it a parity chip.

PETER
Parity?

OTTO
Equilibrium. The Rig is so powerfully integrative that right now it overwhelms my own systems. I'm hoping to use this to boost my body's immunity. In theory your friend could seed this with some of his own spiderized DNA, implant it, and knock out the genes that are coding for his spider traits.

He tosses the chip back onto the tray.

OTTO (CONT'D)
This is just a prototype. We're not in fab yet.

Peter regards the tray, the little baggie. There it is. His salvation. His eyes stray up to:

AN AIRVENT IN CEILING

Conveniently located just over the tray.

OTTO
I had dinner with Mary Jane Watson tonight.

Peter looks back, caught by surprise.

PETER
Oh. Yeah. I know.

OTTO
Terrific girl.

PETER
Agreed.

INT. ANANSI PROJECT LABORATORY - NIGHT

The Rig is back in the coupler. Otto is at his workstation, asleep in his chair. All quiet.

THE AIRVENT

A tiny thread drops from it. Weighted with little suction cup of webbing.

The little fishing line drops into the tray. Bounces. Misses the baggie. Bounces again. Snags it.

THWIP! The baggie shoots up into the air and through the slats of the vent.

INT. VETERINARY SUPPLY STORE - DAY

Peter walks in, trying to appear nonchalant.

CLERK
Can I help you?

PETER
Yes, hello. I need some soft tissue xx. And a Y-gauge syringe.

CLERK
A Y-gauge... what are you trying to treat, a rhinoceros?

PETER
A spider.
(beat)
Really big spider.

INT. DITKOVICH'S HOUSE - PETER'S ROOM - NIGHT

Peter drops a box filled with lab supplies onto his tiny desk. Sweeps everything off the top of it.

INT. DITKOVICH'S HOUSE - LIVING ROOM - NIGHT

A tiny house in Brighton Beach. DITKOVICH is playing cards, for money, with his Ukrainian cronies. HUGE CLATTER. They all look up at the ceiling. Then at Ditkovich.

DITKOVICH
(in Ukrainian, subtitled)
The new roommate.

They go back to their game. SOMETHING BREAKS. Ditkovich lays down his cards with a sigh.

DITKOVICH (CONT'D)
(in Ukrainian, subtitled)
I think he took my vodka.

INT. DITKOVICH'S HOUSE - STAIRS - NIGHT

Ditkovich calls up as we climb the stairs and start down the upstairs hall.

DITKOVICH
Mr. Parker? Everything is all right?

INT. PETER'S ROOM - NIGHT

Peter is wiping down the glass surface of the desk with Clorox. We see: gauze pads, adhesive tape, alcohol, pipette. A hot plate with a saucepan of boiling water. A box of Morton's kosher salt. A bottle of vodka.

PETER
Yes! Everything's fine! Sorry!

He decants some of the steaming saline into a tube. He picks up the pipette, scrapes at the inside of his cheek. Then he picks up the chip with a clasp. Smears the tissue against the chip. Drops it into the tube.

Holds up the BIG NEEDLE. Jeez. Pokes it down into the tube, and draws in the fluid. The chip is sucked in along with it.

He stares into the whirling fluid in the syringe.

SERIES OF SHOTS - THE SYRINGE

In its swirl:

1) Spider-Man careens like a maniac through Greater Manhattan airspace.

2) Peter Parker sits despondent in Otto's laboratory, head in his hands.

3) He crouches at the side of Ben Parker, watching him die.

BEN (O.S.)
I thought I'd taught you the meaning of responsibility, Peter. At least by my death. That's the part of all this that makes me the saddest.

Peter turns. Uncle Ben is sitting on the bed behind him.

PETER
You don't know what it's like, Uncle Ben. You don't know how it feel to be such a freak of nature! Okay, with great power comes great responsibility. I get that. But you know what comes with no power? No worries. No guilt. No freak show!

With his free hand he pours a shot of vodka. Tosses it back.

PETER (CONT'D)
I'm not going to lose Mary Jane because of Spider-Man. I can be Spider-Man, or I can have a life. A normal life.

And drawing a deep breath he jerks up his shirt, baring his hip. Pops the needle under the skin. Squeezes. It hurts. A lot. His eyes roll back in his head.

INT. DITKOVICH'S HOUSE - LIVING ROOM - NIGHT

CLINK of coins. A muffled THUD from above. Play stops. Ditkovich starts to say something. Changes his mind.

DITKOVICH
Hit me.

INT. PETER'S ROOM - NIGHT

Peter wakes up on the floor. Sits up. Hand to his hip; a tiny dimple under the skin.

He checks himself out in the mirror. Strong. Fit. No visible difference. He frowns, then leaps up into the air. Completes a half-flip, and sticks feet first against the ceiling. Damn.

He dresses with care, buttoning his neat civilian clothes. Then he goes to the closet. Crouches down, opens a panel in the closet wall. Takes out a little rolling suitcase with a picture of Wolverine. Unzips it:

The red and blue suit, neatly folded.

EXT. FAR BROOKLYN - VACANT LOT - DAWN

Still dark. Peter carries the suitcase down a deserted street and then out into a swampy waste. In the distance, HOMELESS MEN around a burning steel drum. Here, a steel drum standing alone.

The suitcase CLANGS against the inside of the drum. Peter takes out a can of lighter fluid.

Douses the thing liberally, then strikes a match. HUGE, STUPIDLY HUGE FIREBALL.

Peter leaps to one side. Kicks over the drum. Flame scatters everywhere. He jumps around trying to stamp them out. Faraway LAUGHTER from the men.

Peter picks up still-intact suitcase.

PETER
Ouch!

He shakes the costume out of the smoldering case.

Picks it up off the ground, stares at it. The dead eyes of the mask stare back.

He stuffs the thing into the steel drum and walks away. Does not look especially unburdened.

EXT. VACANT LOT - ANOTHER VIEW

A HOMELESS MAN watches Peter walk away from the drum.

He tacks a little unsteadily across the lot toward the drum.

INT. SUBWAY CAR - DAY

Peter riding in a subway car, smudges of black on his face. Nearest him sits A YOUNG WOMAN in scrubs. Near her are a couple of MEN. They're staring at her. Peter sees it.

MAN
Hi.

YOUNG WOMAN
Hello.

MAN
I'm Jack. I said, Hi. I'm Jack.

The woman was trying to ignore him. She blushes.

Peter's spider sense TINGLES as he watches.

SECOND MAN
You don't got to be rude, bitch.

Peter, sweating. His fingers flex. His lips narrow. His eyes meet the second man's.

The train pulls screeching into the station. The doors open and the girl slips out. The men stand up as if to follow her, then sit back down. They laugh.

One of them flips Peter off. Peter looks away.

INT. DAILY BUGLE - JJJ'S OFFICE - DAY

The homeless man stands across the desk from JJJ. Carrying the charred husk of the suitcase.

JJJ
I hope you don't have the head of an extraterrestrial in there.

HOMELESS MAN
No, sir.

JJJ
Because if you do, you're the third guy this week.

The homeless man unzips the bags and yanks out the costume. It's blackened and crumpled but still gorgeous. Real.

JJJ (CONT'D)
Where the hell did you get that?

HOMELESS MAN
This guy left it in the garbage. Out in New Lots. First he tried to set it on fire.

JJJ
Set it on fire?

He takes the costume and shakes it out by the shoulders. Turns it this way and that. Then he grins.

JJJ (CONT'D)
He's out. Thrown in the towel! Abandoned his sad masquerade! He--

A dark thought occurs.

JJJ (CONT'D)
That loser! Quitting on me! In the middle of the best damn story I've had in thirty years! If I hadn't already crushed him, I'd crush him again just for giving up on me!

JJJ is forgetting his visitor.

HOMELESS MAN
Uh, mister...

JJJ
Wait a minute. What kind of idiot does he think I am? A burnt costume! How heavy-handed can you get? Sure, he wants everybody to think he's quit. When, in reality, he's just going underground. Inventing a whole new identity for himself!

HOMELESS MAN
Mr. Jameson, please, I'm hungry.

JJJ haggles, but his heart's not in it. He's staring fixedly at the Spidey suit.

JJJ
I'll give you fifty bucks.

HOMELESS MAN
A hundred.

JJJ
Seventy-five.

EXT. UNIVERSITY - DAY

Peter comes up out of the subway, carrying a knapsack. Part of a stream of other students.

Walks past an alley, sees THREE MEN standing together. None of them savory looking. Two are clearly threatening the third. They rifle the pockets of his jacket. They snatch a little parcel. Slap him.

Peter's face, wrestling with the problem. Should he do something? He takes a deep breath and keeps on walking. Hesitant at first, then steadily.

INT. JJJ'S OFFICE — NIGHT

Late editorial meeting. The costume hangs conspicuously from the door. STAFFERS keep sneaking glances at it as JJJ harangues them.

JJJ picks up a front page proof. Headline: SPIDEY PLAYS POSSUM!

JJJ
Spider-Man has put himself into a one-man witness protection program. He's in hiding. And it's going to be my personal mission, and yours, to root him out! Expose him to the light! There's no hiding from the truth, let's show him that!
(beat)
That's all I have so far. You people figure out the rest.

They all get up and file out. Some groans. ROBBIE ROBERSTON turns as he's leaving, pausing by the costume. Sniffs.

ROBBIE
Lighter fluid.

He goes out. Shuts the door.

Jonah goes over to the suit. Regards it. Leans forward. Sniffs it. A weird idea comes into his brain. He starts to unbutton his shirt.

INT. JJJ'S OFFICE — NIGHT

We're watching him, maybe through the window. He pulls the mask down over his head, completing the costume. Naturally it's not a perfect fit.

He poses stiffly, movements awkward. Then he catches sight of himself in a mirror. Strikes a pose. Another. A parody of Spidey's characteristic moves. Finally he does the upside-down hook'em horns webshooting thing. We leave him having a shameless amount of fun.

INT. DITKOVICH'S HOUSE - DINING ROOM

The next morning Peter wakes up in bed. Sits up, blinking, pressing at his hip.

He picks up Biomolecular Chemistry. Holds it close, far, close. Readable but a little blurry. He smiles.

Gets out of bed. Maybe he's shrunken a bit.

He goes over to a wallpapered wall and lays his palm against it. It slides a quarter inch; he smiles. It sticks. He frowns. He creeps up the wall and onto the ceiling. Hangs there. Drops onto the floor. Not yet.

He FIRES a strand of web. It shoots clear and thin. Then weirdly it SPUTTERS. FOAMS UP.

He shakes his hand at the wrist. Shoots again. Another clear strand shoots out and hits his knapsack. Jerks it back to him. But something is changing.

PETER
It's working.

He's delighted.

INT. DITKOVICH'S HOUSE - STAIRS - DAY

Peter comes flying down the stairs.

PETER
Ditkovich! Ditkovich!

He gives an exuberant little kick at the bottom of the stairs. Loses his footing. Falls on his ass.

Ditkovich looks down at him. Peter's not even embarrassed.

PETER (CONT'D)
What a klutz, huh?
(grins)
I need to use the phone.

INTERCUT - PETER AND MJ

MJ is doing yoga. In Downward Dog pose when the phone rings.

MJ
Hello?

PETER
MJ? It's Peter. I-- I want to see you.

She doesn't say anything.

PETER (CONT'D)
I want to take you out. After your show. Tonight. I thought we could have dinner. I've made a few changes.

MJ
I can't, Peter. Even if I wanted to see you. Which I'm not totally sure that I do. I already have plans.

PETER
With Otto Octavius?

She's taken by surprise by this.

MJ
I don't think that's any of your business, Peter. Goodbye.

She hangs up, leaving Peter looking puzzled.

INT. ANANSI PROJECT LABORATORY - NIGHT

Otto's singing in the shower. The shower is actually a hazmat-exposure rinse. He towels off. Singing "Tonight" from West Side Story.

In his exuberance, he is being WATCHED by the Rig. After a moment he approaches the Rig. Reaches up to touch it.

OTTO
(just kidding around)
You jealous? Silly thing. You know what you and I have is special.

A moment of doubt.

OTTO (CONT'D)
Actually, I almost wish I could take you with me. Don't feel like quite such a fool with you around. Must be the endorphin push.

He looks around. Peels off his shirt.

INT. MARTIN BECK THEATER - STAGE - NIGHT

MJ's on stage, singing. We do a kind of Citizen Kane rise up into the catwalks high above the stage.

Peter Parker dangles by a thread. Upside down. Listening as MJ's voice rises.

INT. QUEENS HOT DOG STAND - NIGHT

Otto and MJ carrying a couple of dogs apiece toward the counter. It's very crowded. Otto's wearing his long coat.

MJ
Thanks for indulging me. I know it's a long way to come for a hot dog. But these are the best.

OTTO
I've never been to Queens before.

Otto stumbles. Two 'pods shoot out of the bottom of his coat and arrest his fall.

He rights himself, blushing. No one has noticed but us. He takes a bite.

OTTO (CONT'D)
It's a very good hot dog.

MJ
I really needed it.

OTTO
I'm sorry the show's not getting any easier for you.

MJ
It's like there's this pane of glass between me and the audience. They can see me and hear me, but they can't feel me.

OTTO
I don't agree. I think you're the most marvelously expressive performer I've ever witnessed.

MJ beams for an instant, then cracks up, then looks at him.

MJ
You're sort of gaga over me, aren't you?

OTTO
Sort of. I hope that's okay.

MJ
I think so.

OTTO
I know we haven't known each other for very long. But I--

He winces, and reaches involuntarily for his side.

MJ
You okay?

OTTO
Bad back.

Through the plate-glass windows we can see Peter watching them from out on the street.

EXT. STREET CORNER - NIGHT

Otto and MJ stand a foot apart.

OTTO
So what do you want to do, now?

MJ
I don't know.

OTTO
Would you like--
(flinches)
Would you like to come to my place?
My home, this time. Not my lab.
I've been working on a Mozart trio.

MJ
(confused)
You have another Rig at home?

Oops.

OTTO
Well, sort of. You see--

TWO BIG BAD MEN pass. One bumps into Otto. Kind of hard.

OTTO (CONT'D)
Hey, watch it, man.

The BBM ignores him. Otto starts after, with those freaky octopus eyes.

MJ
Otto...

Otto seems to rise up, weirdly looming.

OTTO
I don't know why human beings
persist in believing that mere
physical bulk confers some sort of
evolutionary advantage.

The BBM feels a tap on his shoulder. It's a 'pod, natch.

MAN
Yeah?

The 'pods snake out around Otto, fatal and alert.

ON MJ

She looks fully as if the flesh of the guy that she's sort of getting a crush on has suddenly sprouted four steel arms.

Otto and the faithful Rig make short work of the two men.

Otto turns back to MJ, hanging in the air. Aglow with the work out. Hurricane eyes. SIRENS in the distance.

OTTO
We wanted to show you what we are.

EXT. STREET CORNER - ANOTHER VIEW

Peter is watching from a distance as Otto bursts out into strange bloom.

PETER
Oh oh.

Starts to run toward them. Then stops. Looks around. Sees:

EXCELSIOR SOUVENIR SHOP

He dashes in and looks around. Finds a Spider-Man replica t shirt. Grabs it, and a Big Apple ski mask. Runs out of the shop with the SHOPOWNER running after him.

As he runs he pulls on the long-sleeved T-shirt and mask.

EXT. STREET CORNER - ON OTTO AND MJ

The arms retract and Otto comes to her, his clothing in tatters. She backs away. Turns. Tries to run.

A 'pod lazily retrieves her. Whips her around.

OTTO
(plural voice)
Look at us!

She meets his gaze. He looks tenderly at her. SIREN getting louder.

OTTO (CONT'D)
(normal voice)
You're so lovely.

The fingertip of the 'pod strokes her cheek with the same tenderness. Ick.

MJ
Get away from me!

She tries to duck free of the 'pod. He won't let go.

SPIDER-MAN (O.S.)
Let go of her.

Otto turns. Sees Peter standing there. Laughs.

OTTO
We're out of candy, kid. You'll have to TP the house.

SPIDER-MAN
Put her down!

He flies at Otto. Otto sidesteps him and, reinforcing his grip on MJ, starts to flee up the side of a building. On top of the building they start to fight.

A leaping pursuit across the rooftops. Elevated tracks in the distance. On the next to last rooftop before the tracks, Otto turns. The fight begins.

It's not a fair fight; Otto his hampered by holding MJ.

Otto looks at MJ: reproach in his eyes. Then he sets her gently down. And leaps over to the next building.

Spider-Man goes to MJ. She shakes his arm.

MJ
Go get him. Please. He's not bad.

Peter peers at her through the eyeholes of the ski mask.

PETER
Do you...Do you love him?

MJ
He's my friend. He's angry. And dangerous. Please, Spider-Man. Don't let him hurt himself.

Spider-Man nods. And goes after Otto. Chases him across the last rooftop before the tracks. Otto hesitates on the ledge.

Spider-Man flies at him headfirst. HITS and they both tumble over the side of the building.

"TRAIN SEQUENCE" (TR)

They fall onto the elevated tracks that run alongside the building.

A train is passing at that moment. They smash down onto the top of it and are carried along the rushing tracks.

Otto rights himself. Gets to his feet.

OTTO
I'm ready. Come on.

Spidey rises and then it's basically a five mile long version of King of the Hill, at high speed. Or maybe the myth of Sisyphus. Otto digs at the head of the car, and Spidey comes after him. And Otto throws him off, and Spidey comes after him.

Every time he falls off the train, something worse happens to Spider-Man than the time before. It's brutal. But he always climbs back on.

At one point Spidey manages to get right onto Otto's back. He gets his hand in at the root of the 'pods and grabs hold of the Latch. Pulls on it. It SNAPS and swings free. Still attached. But useless. And Otto HURLS him off the train. Spidey climbs back on.

After the Latch busts, Otto just keeps getting stronger. But we notice that Spidey seems to be tiring. He's winded.

So it makes Otto angry that Spidey keeps on coming. He knocks Spidey off again, and then smashes in the window of the car beneath his feet, reaches in with his 'pods.

He starts yanking people right out and tossing them to the side. Spider-Man snares them all in webs. The last time, his webbing SPUTTERS before it fires.

Finally Otto rips the controls right out of the car. Then he jumps off the train. Spider-Man wants to go after him.

But the train is now hurtling out of control. He can't just leave it.

He stays. And it's a good thing, because a big L-bend in the tracks is coming up. And the train is going much too fast to take the turn.

Spider-Man manages to get all the passengers evacuated to the rear half of the train.

Then he gets behind the first three cars (now empty), right in down between, and cuts the lead ones loose. Gives them a mighty push. They race ahead, smash through the guard rail, and PLUNGE over the side of the elevated.

Now Spider-Man has to stop the part with the PASSENGERS. He jumps down in front of the car that's now the lead. Plants his legs against the speeding track itself. Railroad ties SNAP-SNAP-SNAP and the momentum slows. But not enough.

Finally, web SPUTTERING, at the very limit of his strength, Spider-Man strings his own body between buildings with webbing, making himself into the focus of a giant slingshot, with all those tons of train shoving right up against him.

And the train slows. And slows. And slows. And stops. The Passengers CHEER.

Utterly spent, his makeshift costume tattered, gaping holes in his mask, Spider-Man hangs over the abyss, clinging to the edge, held in place by the tension of his webbing against the bulk of the train behind him. And then--

AT HIS WRISTS

The webbing gives out. For good. The spinnerets FOAM OVER like emptied aerosol cans.

He hangs suspended for a moment. Then falls--

And is caught, by the Passengers. Leaning out of the front windows of the train.

They drag him back in and lay him on the floor. His mask is so torn and stretched that you can see more than half his face.

The passengers look down at him. Then AN OLDER MAN reaches down and tugs the mask back over Spider-Man's face. Looks up at the others: Anybody got a problem with my doing that?

Nobody does.

INT. ANANSI PROJECT LABORATORY - NIGHT

Otto stumbles back into the lab. He's crying. He backs into the coupler and activates it. It advances to a certain point and then stalls. Tries it again; nothing.

His hand reaches for the Latch. It's loose; he remembers in

FLASHBACK - FIGHT

As Spider-Man BUSTS the latch while trying to decouple Otto.

PRESENT MOMENT - LAB

A glinting black 'pod joins his hand on the Latch. They are together forever now. A look on Otto's face of inexpressible rapture or possibly unbearable pain. He sinks to the ground.

INT. ANANSI PROJECT LABORATORY - DAY

Early the next morning. One of the GRADUATE ASSISTANTS lets herself in. Wearing headphones, listening to the Flaming Lips. Nicest time of the day.

Singing along, hangs up coat, turns on lights. Takes a moment or two to sense that something is amiss. Doffs the headphones. Turns to look at:

THE EMPTY COUPLER

Cables dangling loose.

This pretty much freaks out the Graduate Assistant completely.

ASSISTANT
Professor Octavius?

OTTO

Lies on the floor, naked, in the rig. Weird fluid seeping from the flesh/machine interface. The assistant goes for the phone, stabs out a code.

ASSISTANT
This is Gretchen McCord, in the Anansi lab. I need help. I need doctors. A lot of doctors.

An ALARM begins to sound.

INT. RESEARCH CENTER - CORRIDOR - DAY

A special team of commando DOCTORS, extreme surgeons, rush along, wheeling equipment and gear. They're like Helmut Newton doctors, packing in a portable operating theater.

INT. ANANSI PROJECT LABORATORY - DAY

Converted to an impromptu surgery. Otto lies on a table with the 'pods wilting around him.

The X-docs go to work. They're wearing mirrored eyeshades and using laser instruments. It's a complicated ballet of machinery and surgeons and blood. The ANESTHESIOLOGIST monitors the EKG.

DOCTOR 1
Jesus! Look at his tissue! It's changing so fast you can see it.

DOCTOR 2
His autoimmune function is breaking down completely.

DOCTOR 3
The Rig's like a parasite...that's going to kill its host.

DOCTOR 4
Unless we kill him first by trying to remove it.

The pace of the EKG ratchets up a notch.

ANESTHESIOLOGIST
I may need to give him a little more. So are we going to do this or not?

The doctors look at each other.

DOCTOR 3
All right. Come on.

The Anesthesiologist prepares to turn up the gas on Otto.

One of the 'pods stirs faintly. Unobserved. It's diode pulses. Takes in the situation.

The surgeons take up their instruments.

From the pseudopod, a soft WHIRR as we travel down

INTO THE POD ITSELF

Into its systems. Impulses sent to a fabrication unit. A complicated organic molecule takes rapid shape, then a dozen more like it, and we follow them back out of the fab.

The molecules are pumped directly into another system: Otto's nervous system. Up the spine, toward the brain. A soft feminine VOICE wells up, muffled. Almost sounds like it's saying, Wake up, Otto.

OTTO'S BODY

We travel up along his hips and chest, through his neck and up to

HIS EYES

They snap open.

OTTO
I'm awake.

With a ROAR he comes to life. The 'pods windmill and lash and flail. A tornado or turbine.

Within moments, Otto stands surrounded by bodies. He's bleeding himself.

The servo of a 'pseudopod TRILLS softly. The other 'pods gather near it, and turn their attention as one on Otto.

Darting, flexing, the 'pods go to work on Otto's wounds. One cleans with a swab. One secretes an ointment. One radiates a healing light. And one pours him a glass of brandy. He knocks it back. Sighs.

OTTO (CONT'D)
All right. System report.

He appears to be LISTENING to a voice in his head, a soft feminine MURMUR we can almost make out. Winces.

OTTO (CONT'D)
Jesus, that's disgusting. How long do we have?
(listening)
I'm going to have to try the parity chip.

He goes over to the tray. Of course it's not there.

OTTO (CONT'D)
Spider-Man! He stole it--or Parker stole it for him.
(listens)
No, no time to fab a new one.

His VOICE thickens as he shift to the plural, as if another strand had been woven into it.

OTTO (CONT'D)
We need to find another means of attaining system equilibrium.

INT. ANANSI PROJECT LABORATORY - CONTINUOUS

Otto opens one of the X-doctors' portable lockers. Stacked with their rubberized scrub-jumpsuits. Holds it up. Yes, it will do. The 'pods take it from him.

THE 'PODS

Go to work modifying the uniform. A blade. A needle. A heat sealer. Then they hand it back to Otto. He holds it up; now it can fit around the rig.

INT. LABORATORY - NIGHT

Otto checks himself out in a mirror over a sink. Pretty styling. He looks closer.

HIS EYES

Colored storms race across them. The surface of Jupiter.

This won't do. He picks up a pair of eyeshields. Electrochromic lenses that darken at a touch. He darkens them, then smiles at the man in the reflection: Doc Ock.

OTTO
Not bad for a dying man.

INT. MARTIN BECK THEATER — REHEARSAL ROOM - DAY

MJ is taking some coaching from a WOMAN AT A PIANO. Trying to find around a thorny note in her song. The DIRECTOR of Bride! pokes in his head.

DIRECTOR
MJ? Talk to you a minute?

MJ looks at the Pianist. The Pianist knows. Looks away.

INT. DIRECTOR'S OFFICE - DAY

MJ's talking fast as he ushers her in.

MJ
Bobby, I know I keep screwing up my blocking in the scene with the couch.

DIRECTOR
You've been fine.

MJ
I've been working all day with Renard--

DIRECTOR
Sit down.

She sits. He slides a box of mints across the desk.

MJ
No, thank you.

DIRECTOR
Take one. It's a proven fact that it's harder to cry if you have a mint in your mouth.

She doesn't get it. Then she gets it.

MJ
When is she coming back?

DIRECTOR
Tomorrow night. She's strong and in good voice, and she's all ready to go.

MJ
Well. I'm glad to hear that. It was a great learning experience for me, and--

DIRECTOR
I'm glad you feel that way, MJ, I really am. But, well, there's one more thing I have to tell you.

She cocks her head, curious, no idea what it could be.

DIRECTOR (CONT'D)
Please, have a mint.

She takes a mint.

DIRECTOR (CONT'D)
Allie Black is going to take over as the Shepherdess. And as Mrs. Frankenstein's understudy.

MJ's eyes fill with tears. She goes pale.

MJ
What? Why? Bobby, why?

DIRECTOR
Well, I just think, and Howard agrees with me, that it would be best. Overall. It's not you, MJ. It's the show. It's just not the best fit. For you.

MJ is in shock now. She nods, rises, heads for the door. Before she goes out she turns back. Being brave.

MJ
Bobby, can I ask you something? Do you think I have any talent?

DIRECTOR
Talent? Yes. And guts. Looks, too, if you don't mind my saying so. But--

MJ
But what?

DIRECTOR
Nothing.

MJ
Come on. You'll be doing me a favor.

DIRECTOR
You seem to have a hard time opening up. Really connecting to the audience. There's something broken way down inside of you that you don't want to let out. Most people don't. But actors have to.

She nods, bitterly. She knows. She slips out.

EXT. THEATER - DAY

MJ stands outside the theater. Bills are going up over the posters, next to the words DEIRDRE DUNN, that read HER TRIUMPHANT RETURN. It's raining. Maybe it's even starting to snow. She just stands there, crushed.

FOOTSTEPS. It's Renard, walking into the theater. He sees her, and then starts to act like he didn't.

MJ
Renard?

RENARD
Oh!
(bad acting)
MJ Hi. Hey. I heard.

MJ
I should have known. I don't know why I ever thought I--

RENARD
Yeah, that's tough. I know how you're feeling.

Somehow not quite sincere.

MJ
No, you don't. There's only one person who knows how I'm feeling right now.

INT. PETER'S ROOM - DAY

Peter is on the phone. He's a wreck, battered, cut.

RECEPTIONIST (O.S.)
Center for Biomimetic Research.

PETER
Dr. Octavius, please?

RECEPTIONIST
Just a moment.

HARSH VOICE (O.S.)
Who is this?

PETER
I'm a... friend... of Dr. Octavius.

HARSH VOICE (O.S.)
Dr. Octavius has resigned his appointment. Who is this?

Peter hangs up. Spooked. A KNOCK at his bedroom door. He jumps.

PETER
Yeah?

Ditkovich opens the door.

DITKOVICH
Pretty girl is here.

INT. DITKOVICH'S HOUSE - DAY

Peter comes down the stairs. MJ is standing in the living room. They look at each other; he reads her sadness.

PETER
What happened?

She goes to him and bursts into tears. He holds her. Strokes her hair. She looks up at him.

MJ
You're wearing your glasses.

EXT. CONEY ISLAND - BOARDWALK - DUSK

They walk along the deserted boardwalk. Snow flurries.

PETER
Those guys are crazy, MJ. That's all I can say. I saw you. You were awesome.

She turns to look at him.

MJ
You saw me? When did you see me?

PETER
Oh, I dropped in the other night. You were fantastic! You put everything you have out there, MJ. Everything you are. Right up front. You always have. That's what I've always...

MJ
What? That's what you always what?

He puts his arm around her. She leaves it there.

INT. DINER - NIGHT

Peter drinks coffee. MJ's eating a huge sundae.

PETER
I know what a jerk I've been. I understand why you got mad at me. I said I would always be there for you, and then I wasn't. But I swear to you, MJ, things are going to be different now.

She rolls her eyes.

PETER (CONT'D)
What? I'm serious.

MJ
Why are things going to be different now? Because you started wearing your glasses again?

PETER
Because--I can't tell you. But you don't need to worry about it, because I have changed, and--

But MJ's getting steamed.

MJ
You can't tell me? You can't tell me! Peter Parker, if you can't tell me, if you can't trust me, then nothing has changed at all! You and your little boy secrets!

She pushes away the ice cream.

MJ (CONT'D)
Call me when you're ready to grow up!

PEOPLE are staring. Timidly Peter raises a finger.

PETER
Check, please.

MJ
Isn't there one semi-normal, grown up human male in this whole goddamn city?

The WAITRESS brings the check.

WAITRESS
I hope that was a rhetorical question.

Peter takes out his wallet. As he opens his wallet, he already knows what he will find in it.

It's empty.

PETER
I, uh, I need to get to an ATM.

MJ, disgusted, yanks open her purse. Scrambles up from the table.

MJ
Yeah. Things have really changed a lot.

MJ shakes her head, tosses down a twenty, walks out.

EXT. MINEO'S PIZZA - NIGHT

Peter approaches. GIBREEL is out front, struggling to attach a hot box to the back of his motorscooter. It tumbles. Peter lurches to grab it but

PIZZAS go scattering everywhere. GIBREEL is frantic. Peter tries to help him gather them.

PETER
Same thing happened to me one time.
Mr. Aziz comes out.

MR. AZIZ
Peter Parker!

INT. MINEO'S PIZZA - NIGHT

Peter stands supplicant, Mr. Aziz shaking his head. The phone RINGS and RINGS.

PETER
It's just I'm flat broke, Mr. Aziz.
Please give me another chance.

MR. AZIZ
I am sorry, Peter, but following your downsizement I have been obliged to hire my nephews from home.

He nods his head toward SALADIN, who is engaged in fatal combat with a round of dough.

MR. AZIZ (CONT'D)
If anything they are even less competent than you, but they are family.

He reaches for the phone.

MR. AZIZ (CONT'D)
Yes, yes, Mineo's.

VIEW THROUGH THE WINDOW

As Gibreel putters away on his scooter. The hotbox comes loose and smashes against the street.

Before Mr. Aziz can react, SPIDER-MAN walks in. Not Spider-Man. A guy in a realistic Spidey mask. With a big Glock. Brandishes it toward Peter, then Mr. Aziz.

Saladin holds up the sagging round of dough.

SPIDEY HOOD
Okay, Hadji, give me everything you got.

Mr. Aziz tries to smile.

MR. AZIZ
All right, but I hope you have a very modest habit, my friend, because this is not going to buy you much of a fix.

SPIDEY HOOD
Shut up!

He CLUBS Mr. Aziz on the head with his gun.

Peter throws himself on the hood. Tries to get a choke-hold on him.

The hood elbows Peter, then punches him hard in the stomach. Peter tries to grab him again. The hood smashes him over the head with his gun. Peter sags to the floor.

The hood snatches all the cash from the register. Mr. Aziz comes over and helps Peter to his feet. Mr. Aziz is crying.

MR. AZIZ
Thank you, Peter. You are a very good person.

Peter staggers to his feet.

INT. HARRY'S APARTMENT - DAY

Harry's sleeping in the middle of the day, face down. Bottles by the bed. A CLUNK. His eyes unstick. ANOTHER WEIRD METALLIC CLUNK. Harry sits up. It sounds like it's coming from the other side of his titanium security shutters.

He hits the security panel. An image of the lobby station. The guard is dead.

BRRRONG. The shutters are ripped open. Doc Ock steps in from five stories up. ALARMS are screaming.

OTTO
I don't have time to waste, Osborn. I need money. Lots of it. Quickly. And a well-equipped laboratory.

He takes a small envelope from his pocket, holds it out to Harry.

OTTO (CONT'D)
That's my Christmas list, Santa. Account numbers. Suppliers. The address I want it all sent to.
(grins)
I'm going free-lance.

HARRY
This is nuts, Otto. Are you nuts? You killed one of my security guys!
(points to window)
You trashed five million dollars worth of bomb shielding! What the hell's your problem?

OTTO
We must achieve system equilibrium. Otto can't survive in this intermediate state.

HARRY
Otto can't?

He looks curiously at Ock. There's something different--the weird plural voice. Ock masters it.

OTTO
I need Spider-Man.

That gets Harry's interest.

OTTO (CONT'D)
I need his body. Not all of it, just his immune system. Well, and his spine. And all of his bone marrow.

HARRY
His spine?

OTTO
All you need to know is that in return for your--corporate support-- for this procedure... I guarantee you that transition to the next level of human evolution will...unavoidably... kill Spider-Man.

There's a distant rising TROMP of feet. A POUNDING on the outer doors.

OTTO (CONT'D)
Think it over, Junior. What would your father want you to do?

SECURITY (O.S.)
Mr. Osborn! Mr. Osborn!

Harry looks at Otto, who tosses the envelope at him. Harry fumbles the catch.

Otto leaps out through the window. The SECURITY MEN burst in, looking around.

SECURITY MAN
Mr. Osborn! Are you all right?

EXT. QUEENS CEMETERY - DAY

A black Mercedes pulls up amid the rolling gray surf of a Queens cemetery. A CHAUFFEUR gets out and comes around the car. Opens the door for Harry.

Harry gets out and looks around at the. Barren, wintry. He hates it here.

EXT. CEMETERY - NORMAN'S GRAVE - DAY

Harry stands in front of the headstone. A hint of spookiness in drift of leaves across the grave.

HARRY
Dad. I know that you were a man of honor. A man who always played by the rules. And I know I'm not supposed to take the law into my own hands.

Mocking LAUGHTER. Harry gazes at the thirteen unlucky letters:

NORMAN OSBORNE.

NORMAN OSBORNE (O.S.)
"I know I'm not supposed to take the law into my own hands." What a pussy!

HARRY
Dad--

NORMAN OSBORNE
You saw what Spider-Man did to me. He's playing by a different sent of rules. Rules for men. Let this Octopus do it for you, if you aren't man enough to do it yourself. But if he fails... I expect you to avenge me.

Harry falls down onto his knees. Collapses on the grave.

HARRY
I will. I swear!

INT. LIMOUSINE - DAY

Harry flips open his cell phone, punches a number. Dirt from the grave on his cheek.

HARRY
Octavius? Osborn. You'll get everything you need.

INT. BUGLE - DAY

Peter walks into the city room, toward Jameson's office. He stops when he sees:

THROUGH THE PARTITION

Harry and JJJ, talking urgently. On the door behind Harry, Peter sees:

HIS COSTUME

The sight of his shocks him.

He walks up to Betty Brant's desk.

BETTY
You back on the job?

PETER
I'm hoping to be.

BETTY
You sure know how to pick your moments.

JJJ (O.S.)
You change your mind?!

INT. JJJ'S OFFICE — DAY

JJJ and Harry are face to face.

JJJ
You can't promise a ten million dollar reward and then change your mind! I've stoked the greed and bloodlust of eight million people to a fever pitch! You're just going to turn your back on that?

Harry is strangely cool. Cooler than we've ever seen him.

HARRY
I've found a more effective means of obtaining my end.

JJJ
Yeah? And what is that?

HARRY
You'll know soon enough.

JJJ
Oh, really? Tell me this, Osborn... How do I know that you aren't Spider-Man? Eh? Maybe this whole reward thing was just an elaborate dodge. And now that's things are getting a little hot for you, you want to call it off! Your father was a strange character, I always thought so. Maybe you're a little strange, yourself.

Jabs that Jameson finger at Harry.

JJJ (CONT'D)
Now go home, and leave the running of a public smear campaign to the people who really know what they're doing.

Harry grabs the finger and crumples it in his fist. Jameson snatches it back, wincing.

HARRY
You're just a grandstanding hack, Jameson! You don't know what it's like to want revenge so bad you can taste it!

Harry stalks out, brushes past Peter. Peter reaches out to him.

PETER
Harry? Harry, what's going on?

Harry whirls, furious, about to strike. The wire lattice embedded in the safety glass of the partition casts a grid of shadow across Peter's face; it looks like webbing.

Harry peers at Peter, fixedly, then turns and walks out.

JJJ turns to Peter, sucking on his sore finger. Peter eyes the costume.

JJJ
Jesus, Parker, how many times do I have to fire you?

EXT. AUNT MAY'S HOUSE - DAY

A sunny day. Geraniums. Otto notices the geraniums by the door. Rings. Aunt May's there.

MAY
Yes?

OTTO
Excuse me. I'm looking for Peter Parker.

Sorrow on the old woman's face at the name.

MAY
He isn't here. Do you mind my asking what this concerns? Are you a friend of Peter's?

OTTO
We share a hobby.

MAY
What hobby is that?

OTTO
Spider-Man.

MAY
Spider-Man?
(nods)
One look at you and I should have known

OTTO
Please.

There's a WHIRR but it's Otto's own meat arm that shoots out. He clutches Aunt May. WHIRRING. Otto struggles against a murderous impulse in the 'pods.

OTTO (CONT'D)
Please! It's very urgent. Where is Parker?

MAY
I haven't seem him in over a week! We had an argument, I threw him out. I don't know where he is! And that's the truth.

She's lying. But doubt creases Otto's face. May sees it. And suddenly fear gives way to something else. Anger. Pride. Will to live.

MAY (CONT'D)
Now I'll thank you to take your hand off of me!

Otto's surprised. So is May. He retracts his hand.

OTTO
We will find Spider-Man. We will flush him out.

MAY
You do that. Just leave Peter Parker alone.

"OCK'S RAMPAGE"

Three scenes of urban destruction.

EXT. PRADA - DAY

Ock alights outside the flagship store. Goes "shopping." Trashes the place, terrifies fellow shoppers. Goes out with cool new clothes. As he's walking out he says, with panache:

OTTO
My name is Otto Octavius. I am a mad scientist. I'm looking for Spider-Man.

EXT. LINCOLN TUNNEL - DAY

Cars lined up heading out of town, traffic stalled. Drivers touchy. Suddenly a car FLIES right out of the tunnel. Lands on and crushes some other cars.

Another car flies out. Then another. A few more besides. Then there's a METALLIC GROANING and SCRAPING.

Ock emerges, dragging an ARMORED CAR behind him. He tosses cars in front of the tunnel mouth to one side. Clears a space. Then rips open the armored car.

People leap from their cars to harvest the whirling money. Quickly they turn savage, fighting each other, slipping and sliding on the ice as they chase the money.

Otto strides among them. Hangs over them. They stop fighting and look up.

OTTO
My name is Otto Octavius, I am a mad scientist. The destruction will not stop until Spider-Man surrenders himself to me.

EXT. ROSE SPACE CENTER - DAY

Otto smashes his way into the building, shattering the huge windows, scattering schoolchildren.

INT. SPACE CENTER - DAY

He heads straight for the Willamette Meteorite.

TOUR GUIDE
...found in Oregon, weighing over 15 tons...

OTTO
It's closer to sixteen.

He digs in the 'pods. Grips the Meteorite.

Pulls. Pulls. Pulls. And UPROOTS it. Carries right out of the museum.

INT. FIFTH AVENUE - DAY

Otto stalks down the avenue swinging the space rock at the end of his 'pods like an enormous mace. Gouging huge chunks out of buildings on either side.

INT. WASHINGTON SQUARE PARK - DAY

Otto winds up like a cricket bowler and then hurls the meteorite through Washington Square Arch.

He turns to a HORRIFIED CROWD who cower nearby.

OTTO
I'm sure you know who I am by now. Let me repeat. Spider-Man is responsible for the fate of New York City.

Turns to a WOMAN. Gently.

OTTO (CONT'D)
Did you get that?

WOMAN
Spider-Man is responsible.

OTTO
Thank you.

WOMAN
You're welcome.

Otto stalks away. We get a good look at him as he goes by. He looks bad. The toll on his tissues is becoming visible; tracery of black webbing across his skin.

TELEVISION NEWS REPORT

Features footage of Ock's reign of terror.

REPORTER
As the carnage continues, Denise, one question is increasingly on the mind of New Yorkers--where is Spider-Man? If he won't give himself up to Octavius-- why doesn't he stop him?

INT. PETER'S ROOM - DAY

Peter watches the broadcast on a tiny B&W TV.

He looks as if he's been lying there motionless for days. Weeks. Unshaven. In pajamas. In a bad way.

WOMAN ON TV
...he told us that Spider-Man is responsible for this.
(to camera)
Spider-Man, please. Do as he says.

Peter's hand strays to the place on his hip where he made the injection.

REPORTER
Back to you, Denise.

GIRL TALKING HEAD
Thank you, Rhonda. And, now, here in the studio, we have JJ Jameson, publisher of the New York Daily Bugle. In recent days, your paper had been taking some of the credit for apparently driving Spider Man into hiding. Now that he doesn't seem to want to come out of hiding, do you feel your paper deserves some of the blame for--

JJJ (ON TV)
For the fact that Spider-Man is a damn coward? Absolutely not! As much as I deplore this Doctor Octopus character's methods--

GIRL TALKING HEAD
Doctor Octopus?

JJJ (ON TV)
That's what we're going with, what do you think?

A KNOCK on the door. Soft, at first. Peter ignores it. Then LOUDER.

MAY (O.S.)
Peter?

Panic. Peter switches off the television. Makes a frantic, doomed attempt to tidy the room. Gives up. Goes to open the door.

Aunt May comes in, carrying grocery bags and a baked good. Tries to conceal her distaste at the room.

MAY (CONT'D)
Well, isn't this--snug. Here, I made you some soup, and your favorite, a Boston cream pie. Real whipped cream.

PETER
You came all the way over here-- with soup?

MAY
And Boston cream pie.

PETER
Aunt May, haven't you seen the news? Don't you know what's happening out there?

MAY
The trains are still running. If the trains are still running, it must be all right.
(beat)
And I haven't heard from you in so long, dear. I'm worried about you, Peter, you don't look well. Come downstairs and have some soup.

INT. KITCHEN - NIGHT

Peter sits at the table while Aunt May puts a bowl of soup in front of him. He digs right in. Days since he ate.

MAY
You know, that awful Octopus. He came looking for you. Earlier today.

The spoon stops halfway to his mouth. Freaked by this.

PETER
He came to see you? Why?

MAY
He said that he was looking for Spider Man.

She's fiddling with the Boston cream pie. Not looking at him.

MAY (CONT'D)
For some reason he seemed to feel that you might know where to find him.

A long pause. Then Peter goes back less heartily to his soup.

MAY (CONT'D)
I can't say that he was a very nice man.

She pokes a finger into his soup, tastes it.

MAY (CONT'D)
I sent him packing.
(beat)
Too much dill.

PETER
Aunt May. The last time we... at the house... what I told you...

MAY
You should have told me sooner. And I should have forgiven you before now. It would have been so much easier for both of us.

PETER
I would have liked that. Things haven't been very easy at all.

Tears in his eyes.

MAY
Peter, I understand the burden that you've been carrying.

PETER
No, you don't.

MAY
Yes, I think I do. The sense of guilt. Of responsibility.

PETER
I'm so sick of that word.

MAY
But that's how life is, Peter.

She slices him a piece of Boston cream pie (really a cake).

MAY (CONT'D)
Responsibilities are thrust on you. Calamities. Tragedies. Through no fault of your own. And you sit, and you say--

PETER
Why me?

MAY
Yes, you say, why me? And the answer is, you'll never know the answer to that.

She looks at the pie--why not? Cuts herself a piece. Takes a bite.

MAY (CONT'D)
Mmm. Not bad. But the real question you should asking is not, why me? It's, what are you going to do about it?
(beat)
My particular answer to that question is, to bring my only nephew some chicken noodle soup and a Boston cream pie.

He isn't crying anymore. He's just listening, and eating pie.

MAY (CONT'D)
I don't what the answer is for you, Peter. But you do.

PETER
It's so hard, Aunt May. I just want to have a normal life. The kind of life--

MAY
That doesn't break your heart?
(beat)
That would be nice, wouldn't it? Normal, I don't think so.

EXT. RUINED PIER - NIGHT

Doc Ock's secret lair. It hums with activity within.

INT. SECRET LAIR - NIGHT

A laboratory is in place. Much of the equipment labeled Oscorp Systems, Inc. Ock has been working all night. He steps away from making adjustments to a nasty-looking surgical table. Sits down in a chair.

Harry is there, irritated, strung out.

HARRY
Why don't you have him yet? What am I paying you for?

OTTO
He won't come out... I can't flush him.

Two 'pods snake out and grab a can of soda, a slice of pizza. The other two take hold of one of his meat arm. One jacks in a blood probe.

OTTO (CONT'D)
How is it?

HARRY
How is what?

OTTO
I'm not talking to you!

Otto looks over at:

A MONITOR

It displays the analysis of his immunoresponse. Not good.

OTTO
I see.
(beat, plural voice)
We have one remaining vector.

HARRY
Vector? What do you mean.

OTTO
(normal voice)
I mean, I want to see Mary Jane Watson again.

INT. MJ'S BEDROOM - NIGHT

Television going, footage of Otto's havoc. MJ dozes in the blue light. BOOM. She stirs. BOOM! SCREAMS of people in the street. Her eyes open. The sound of the 'pods--kzh-kzh kzh. She goes to the window and looks out.

The buildings across the way lie in rubble. Fires. People running in panic. In the center of it stands Doc Ock. A literal path of destruction behind him.

OTTO
Mary Jane! Mary Jane!

She pulls back from the window. Summons her nerve. Goes to the window and throws it open. Steps out onto the little balcony of her apartment.

MJ
Otto... Otto. Why are you doing this?

A look of agony passes across his face.

OTTO
Why?

His features harden.

OTTO (CONT'D)
Because we need to catch a spider.

He climbs straight up the face of the building to her.

OTTO (CONT'D)
And you are the fly.

EXT. MJ'S NEIGHBORHOOD - NIGHT

In flames. Police and rescue crews. Peter comes running up toward the street where she lives. It's cordoned off. A POLICEMAN stops him.

POLICEMAN
That's as far as you can go, buddy.

Peter steps back, horrified by the destruction. People huddle miserably nearby. A Nynex guy is standing on top of his truck, trying to see what's happening.

BYSTANDER 1
Where's Spider-Man in all this?

BYSTANDER 2
That's what I'm saying, what's his problem? It's like, how selfish can you be?

BYSTANDER 3
He's responsible for all of this. I saw it on TV.

Peter hears all this. Jesus.

A HUGE CRASH in the distance, then a series of CRUNCHES

BYSTANDER 1
What was that?

NYNEX GUY
He just climbed up the side of a building. He's talking to some girl! He's grabbing her!

There's just time for the shock to register on Peter's face when Ock comes crashing past with MJ caught up struggling in one 'pod.

The police raise their weapons. Ready to fire.

COP
No, you'll hit the girl.

Ock's moving incredibly fast. He steps right over the police line--and right over Peter. Peter runs after them.

PETER
MJ! MJ!

MJ hears him--

MJ
Peter?

--but Ock just keeps on going. Peter picks up a broken beam lying nearby and hurls it at Ock's legs as hard as he can. A 'pod lashes out and flicks it away. Then lashes at Peter, too, and sends him flying.

He lands hard. Ock vanishes from sight.

Peter gets up, looks around. Jumps into the Nynex truck. Takes off after Ock at top speed. The Nynex guy has to leap off.

NYNEX GUY
That dude took my damn truck!

EXT. AVENUE - NIGHT

Ock stalks along the street, moving fast. MJ struggles in the 'pod.

MJ
Otto! Otto, stop!

Otto reaches back, with a meat hand, as if to slap her. Catches himself.

OTTO
Okay. Okay!

Poor Otto's brain is shivering into shards.

OTTO (CONT'D)
Okay, MJ. Darling. Let me try to explain this to you.

He stops and sets her down somewhat roughly.

MJ
Let me go.

OTTO
I can't.

She stares at him.

OTTO (CONT'D)
No.
(listens)
Shut up!

MJ
I didn't say anything!

OTTO
I'm not talking to you! Okay. Okay, I'll let go. But don't leave me.

He uncoils a 'pod from her waist. She starts to bolt.

OTTO (CONT'D)
I'm going to die, MJ!

EXT. AVENUE - NIGHT

Peter races in the truck. Weaving through traffic. Sees Ock in the distance.

EXT. AVENUE - NIGHT

Otto retracts the arms. MJ turns toward him. Sees real pain there. Takes a step his way.

OTTO
Please. Come. You'll be helping us. We promise.

As he speaks, one of the 'pods snakes beckoningly out. MJ notices, and she shudders.

MJ
Otto, who is we?

GUNNING ENGINE. Here comes Peter, tires squealing. Otto snatches MJ up again with one 'pod. Rises up on the lower pair. And with the fourth, PLUNGES straight into the cab of the truck and grabs hold of Peter. Rips him out and tosses him aside.

The truck crashes against a lamppost and splits open. A bicycle chained to the lamppost goes flying and lands with a clatter. Peter lies amid spools of cable and orange plastic fencing. He stands up shakily.

Now a HELICOPTER descends on the intersection. Squad cars arrive from every direction.

One of the 'pods snakes up and grabs hold of the chopper's strut. Another reaches right into the whirl of the helicopter's rotors. His 'pod takes hold of the rotor shaft and with a horrible shrieking brings it to a halt. Then Ock hurls the chopper directly at the police cars.

Watching the explosion, grinning, he retreats. He doesn't see:

THE WEB

That Peter has improvised, from orange fencing, across the intersection. It's crooked and lame but

Ock stumbles. Loses his balance. SLAMS to the ground. One 'pod stays aloft, holding MJ. Peter runs to her, she grabs hold of him. He tries to pry it loose. No way. Now another 'pod snakes in and grabs Peter and bats him lightly aside.

OTTO
Tell your friend Spider-Man I need to talk to him.

Then they're gone. Peter's alone in the rubble. Defeated... and then, abruptly, grim. He goes over to the wreckage of the Nynex truck. Pulls out the toolbox. Opens it. Takes out a wicked needle-nose pliers. Holds it up. Should he?

FLASHBACK - CONEY ISLAND

They walk down the boardwalk in the snow. A few strings of colored lights. He puts his arm around MJ's waist.

PETER (V.O.)
I just want to have a normal life. A life--

MAY (V.O.)
--that doesn't break your heart? That would be nice, wouldn't it?

PRESENT MOMENT - AVENUE - NIGHT

He looks around at the smoldering wreckage around him. Then at the pliers. This is going to hurt.

He JABS the knife directly into his hip. Digs around. The worst SPLORCH imaginable results. His eyes roll back in his head. He staggers. But he holds up the bloody chip and grimly smiles.

He looks around--needs wheels. There's the bicycle. A little bent. It will do. He takes pedaling after Ock and MJ.

EXT. AVENUE - NIGHT

Peter rides past LOOTERS, smashing store windows. A LOOTER holds up the television he has snatched.

LOOTER
Hey, look here, I got me my eight-armed discount.

Peter slows, watching, frowning.

LOOTER (CONT'D)
What are you going to do about it?

Peter pedals off, slows again, turns.

PETER
You really should put that back.

The looter, incredulous.

LOOTER
Man, shut up.

His friends laugh. Then there's a cry for help.

Peter looks. Some other LOOTERS have descended on a SIKH man who is defending his store.

LOOTER (CONT'D)
Yo, why don't you go back to Baghdad?

PETER
Hey!

Everyone turns to look at him. Peter looks down the Avenue. Far, far away, by the Flatiron Building, we can see the dancing glint of Ock's 'pods.

Then LOOTERS fall on the Sikh man.

Peter drops the bike, and runs into the midst of the gang. They turn on him. The Sikh man crawls out of the melee, bleeding. The looters swell around Peter, kicking, stomping, punching. He goes down under the surf of men.

Then, with an audible WHOOSH, the gang of looters FLIES BACKWARD. It's like a blossom blooming. Peter rises to his feet, bloodied but steady. The men come at him again but now he makes short work of them, leaping, kicking, dancing.

The Sikh Man looks on, throwing sympathy punches.

The looters lie fallen around Peter. He reaches down to yank the stocking cap from one of the men's heads.

PETER (CONT'D)
Are you using this?

INT. JJJ'S OFFICE — NIGHT

JJJ is at his desk, on the phone. People coming and going. The Spidey suit hangs in a nice class case.

JJJ
Any sign of him? No?

WHAP. From the boarded-up skylight. JJJ looks up. Uh oh.

A foot SMASHES through the wood, splintering it, and then Peter, stocking cap over his face, lands in front of JJJ's desk. He goes over to the case, SHATTERS it. Reaches in and takes the suit. Holds it up.

JJJ (CONT'D)
What the hell do you think--

PETER
It makes you look fat.

He fires a web up out of the skylight, gives it a jerk, and then sails out after it.

EXT. FIFTH AVENUE - NIGHT

Spider-Man swings along the avenue, trying to catch up to Dock Ock.

EXT. ROCKEFELLER CENTER - NIGHT

He catches up to him at Rockefeller Center and they fight, in the snow, on the ice of Wollman Rink. MJ gets away from Otto but then stays to watch.

Each combatant gifted in his own way with power, agility, a kind of grace.

OTTO
Not bad for a couple of freaks.

SPIDER-MAN
Speak for yourself.

OTTO
I speak for us both. You have the greater power--power I need. But I have the strength of knowing what I am. I embrace my freak nature. I revel in it. You will always be fighting against it. That is why I will win this battle.

And he does. At last Spidey lies defeated at Doc Ock's numerous feet. Doc Ock picks him up, and grabs MJ.

He takes his cell phone out of his pocket. Coolly punches a number.

INT. HARRY'S APARTMENT - NIGHT

Harry sits watching the destruction on television. Clearly drugged to the gills. The phone rings. He manages to notice.

HARRY
What.

OTTO
Your father's soul will soon rest in peace, Mr. Osborn. Meet me at the pier.

Click. Harry rises wobbling to his feet. A strange echoing LAUGHTER in his ears.

INT. DOC OCK HQ - NIGHT

Ock tosses Spider-Man onto his BIG NASTY SPINAL-CORD EXTRACTING TABLE. MJ he sets down more tenderly to one side. He prepares the procedure. It looks like it's going to be extremely painful.

EXT. DOC OCK HQ - NIGHT

Harry's limo pulls up. Harry gets out. Looks around nervously.

INT. DOC OCK HQ - NIGHT

MJ revives, sits up. Groggy. Harry stumbles in. Sees MJ.

HARRY
MJ? What are you--

Otto turns. He has Spider-Man all strapped in, now.

OTTO
Hello, Harry. Come to watch? I guess you've been waiting quite some time for this moment. I suppose before anything else you'd like to know who put your father in the ground.

Harry draws closer, fascinated. He nods. MJ hangs back.

Otto reaches out and YANKS the mask off of Peter.

HARRY'S FACE

Horror. The memory of Peter and his father shaking hands. Of Spider-Man leaving the corpse of Norman Osborn. Masks begin to circle one another in his mind--the masks of Norman Osborn's collection, Spider-Man's mask--and one other, green and grinning.

MJ
Peter?
(dawning shock and horror)
Peter!

She runs toward the table. A 'pod lashes out and knocks her brutally aside. Harry goes to her, sees the blood on her cheek.

Looks back at Peter lying on the table as a great, spiked, vascular probe begins to descend on the torn form of his friend.

The LAUGHTER begins to sound louder in his ear and the probe descends.

HARRY
No! This isn't-- I'm not--

He stumbles to his feet, stoned and terrified, and lurches out of the laboratory.

Ock swings another fell-looking unit into place near Peter's head. All of the 'pods are working in balletic unison to prepare the procedure.

MJ stands. She sees a big spanner lying on the ground. Picks it up. Tucks it behind her back. Starts to inch toward Otto.

MJ
Otto. Don't do this. You don't want to do this.

OTTO
There's no way to avoid it. We only need pieces of him, really, but they're rather crucial pieces.

She's coming closer to Otto.

OTTO (CONT'D)
If we could take what we needed without killing him, we would, but alas--

He flips a few more controls.

Two of the 'pods zero in on Peter's head. One extrudes foam onto it. The other produces a clipper-head.

With a few rapid strokes they shave Peter bald.

OTTO (CONT'D)
No, that's not true. We're looking forward to this death. You know what's interesting? Humans always think of the killer instinct as something very primitive. A relic of the savage past.

Now all the cruel apparatuses are in place. An urchin of steel spines, miniature 'pods, wriggle toward Peter's bare skull.

OTTO (CONT'D)
But the longer we spend at this level of evolution, the more we realize that that's just wrong. Think about it. Human beings have only gotten better and better at killing over the last fifty thousand years. This is what we're evolving toward...

She's close enough, now. She raises the wrench, high and brings it down--

ZWIPP. A 'pod lashes around the wrench and jerks it from her hand. Another 'pod knocks her back against the wall.

OTTO (CONT'D)
(plural voice)
Get away from Otto, bitch!

Ock turns on her, and the 'pods lash out and hover, just above her, ready to cut her to ribbons.

MJ
Otto... please.

She climbs unsteadily to her feet. Looking him in the eye.

MJ (CONT'D)
Otto... hey? Look at me. Please?
Just look at me.

She crosses to him. The arms strike, and come within inches of her face. She flinches but doesn't give way. Then takes another step toward him. Reaches up. Lifts the glasses. Peers into his wild, dying eyes.

MJ (CONT'D)
I know that you're in there. I can
feel you? Can you feel me?

The arms WHIRR and twitch, impatient as hounds at the end of their leash.

OTTO
Yes, MJ. I can feel you.

MJ
Otto you are not a killer. Your
work is not about killing. Your
work is about making us better
humans, right? Better at being
human.

OTTO
Better at surviving in this
poisonous world.

MJ
Why? Why survive? Just for the sake
of surviving?

Otto points at Peter with a meat hand.

OTTO
You love him.

MJ
Yes. I do.

Otto's at the limit of his control. All his systems breaking down. The WHIRR of the arms ratchets up to a WHINE.

OTTO
I thought there was a place for me in your heart. The first place I ever felt like I belonged.

Distant sound of SIRENS from outside.

MJ
There is, Otto! There is a place. For you. For me. There is.

OTTO
You might be right. There might be.

Slowly, the 'pods snake up toward the rafters of old building. Lash around them. Pull tight.

OTTO (CONT'D)
Let's find out.

With a crash, he pulls the ceiling in. The walls begin to collapse in on themselves.

A pillar tips over onto Otto, then smashes through the floor, dragging Otto with it. Into the water below.

With a WHOOSH Otto is thrust down deep into the water.

EXT. UNDERWATER - CONTINUOUS

Otto plunges, 'pods billowing up behind him. A streamer.

INT. DOC OCK HQ - CONTINUOUS

Peter revives. Looks around. Stuff falling everywhere. He kicks and thrashes his way out of the surgical unit. Spider sense TINGLES.

He sees, in slow motion:

The central roof beam give way, with a mighty GROAN.

MJ, leg pinned under a fallen slab of concrete. T

he inevitable trajectory that links them.

PETER
MJ!

He leaps across and lands under the beam just at it hits, muscles taking on a massive burden of wood and inertia. He sags-- sags-- sags-- stops. He squats under it like Atlas underneath the heavens. His face is five inches from MJ's.

PETER (CONT'D)
Hi.

Peter gives away a little more. Faces four inches apart.

MJ
Hi.

The weight seems to increase exponentially. Three inches.

PETER
This is really heavy.

Peter sags again. Now their faces are less than an inch apart.

MJ
I'm trying. I'm stuck. I think my leg is broken.

PETER
Least of our worries.

CREAKING. MOANING.

EXT. DOC OCK HQ - DAY

Dawn. The grand old building carefully goes about the business of sinking into the river.

EXT. UNDERWATER - CONTINUOUS

Otto thrashes in the Rig as the 'pods struggle toward the surface. For a moment he looks like his namesake.

INT. DOC OCK HQ - DAY

Peter is drenched in sweat. He's shaking. MJ is trying to free herself.

MJ
If I could just--feel--my foot.

PETER
MJ. In case we die--

But he runs out of breath before he can finish the sentence.

MJ
You do love me.

PETER
I do.

She had better hurry. He is about to break. Their faces are nearly close enough for a kiss.

MJ
Even though you said you didn't.

Now Peter can only nod. No breath to spare. MJ's face brightens--she's freed her foot.

She crawls out from under the slab, then under Peter's arms as

He drops the beam. As it slams through the floor, he snatches her up, then fires a web through a place where the walls have collapsed. He yanks them up and out just as:

EXT. DOC OCK HQ - NIGHT

The entire structure upends and then slides with a certain urgency into the East River.

EXT. UNDERWATER - CONTINUOUS

Otto turns his face away--

And ten thousand tons of ancient lumber comes tumbling down on top of him.

INT. NORMAN'S OSBORNE'S PENTHOUSE - DAY

Harry Osborn lies in the middle of the floor of a great, empty ballroom floor. A small dark island in a sea of parquet.

He wakes up like Sal Mineo in Rebel Without a Cause, alone, lost, abandoned.

Stands up. Looks around. Echoes and ghosts.

He wanders the empty rooms and halls. Draped furniture. Carpets rolled.

Climbs the stairs. Stops at the door to his father's office. Hesitates. Goes in. There's nothing there except--

Something in the corner. A small piece of colored paper.

He goes over and picks it up. It's a little, store-bought Halloween card. More ghosts. HAVE A BOO-TIFUL HALLOWEEN. Opens it up. To Dad Love Harry. He lets it drop.

NORMAN OSBORNE (O.S.)
All right, Harry. It's your turn now.

Harry looks around sharply. No one there.

NORMAN OSBORNE (O.S.) (CONT'D)
I want to see what kind of stuff you're made of.

HARRY
No. No, Dad. He's my friend.

He looks into the mirror over the mantlepiece. Norman is there.

NORMAN OSBORNE
Is he. Your friend. I guess that's why he stole your girlfriend. I guess that's why he killed me.

HARRY
Dad, I don't know. I'm not sure. There's a lot I don't understand.

NORMAN OSBORNE
"I don't know." "I'm not sure." Harry, you swore an oath! You put your word, your money, your name on the line! You swore to make Spider-Man pay. Now, make him pay!

Harry's leaning his forehead against the mirror. It reflects only him.

HARRY
I swear. I swear!

As he says this he POUNDS the mirror with his fist. It shatters and falls. Droplets of glass rain down. And there on the other side of the universe is a neat little room. A laboratory of some kind. A command center. A haunt.

Harry steps into that other world. Hanging from a hook is a grinning green mask. He reaches toward it.

INT. MJ'S APARTMENT - DAY

MJ lies on the couch. Her leg in a really big cast. Reading the Daily Bugle.

THE HEADLINE

WACKOS: ONE DOWN, ONE TO GO

She reaches for a squeeze bottle that is just out of reach.

MJ
Peter! Peter? I can't reach the--

He's there. In his coat. Backpack on his back. Leaving.

MJ (CONT'D)
Water.

She falls back against the sofa.

MJ (CONT'D)
You said you'd stay.

PETER
Your mother's coming.

MJ
You also said... that you loved me.

PETER
I do love you. I have loved you all my life, Mary Jane Watson. I just can't have you, that's all. The danger, the uncertainty. The hatred. I can't ask that of you. You don't know what it's like. This is my deal. It's my destiny.

He nods toward the Bugle.

PETER (CONT'D)
What's he saying?

MJ
He's saying you're evil incarnate.

Peter nods.

PETER
I'll call you tomorrow.

He goes out. She picks up the paper. Her face crumples. She puts the paper down. Sees his CAMERA sitting there.

Lumbering, in pain, she pulls herself to her feet. Grabs her crutch. Hobbles over to pick up the camera. Then as quickly as she can to the window. Throws it open. Snow blows in. She sticks her head out.

MJ
Peter! You forgot your camera!

He's on the street below. He turns and looks up. She lumbers out onto her balcony. We can see the divots that Doc Ock tore out of the face of the building.

MJ forms a quick resolve. Then throws herself over the side.

PETER
MJ!

He darts under the balcony and catches her, awkwardly, but sure.

MJ
Do you know how amazing it is than I can trust you do that?
(beat)
You were given a gift, Peter. I want to share that gift with you. And I want you to share it with me. You don't have to do it alone. I'll help you.

PETER
MJ--

MJ
What, you think police officers don't get to be in love? Firefighters don't get to be married? That's crazy.

PETER
But, MJ. This is just--this is just so much weirder than being a policeman.

MJ
It is weird.
(beat)
But you've always been weird, Peter Parker.

PETER
Wait, did you say married?

She hits him, hard.

MJ
I already know your damn secret identity!

He looks at her. Then around. Then he carries her over to the building and, lightly, with just the tips of his feet, walks right up it. Hops the balcony and ducks inside with her.

MJ (O.S.) (CONT'D)
Does this mean I get to see the Spider Cave?

PETER (O.S.)
There is no Spider-Cave.

MJ'S (O.S.)
That sucks.

INT. MJ'S APARTMENT - NIGHT

He sets her back down on the couch. Puts down his knapsack. Then SIRENS. A lot of SIRENS. Peter goes to the window and looks out. Face grim. Well, you asked for it.

MJ
Go. Go! I'll be fine.

He starts to peel off his shirt.

EXT. NEW YORK STREET — NIGHT

The sky glows orange; flashing sirens. Spider-Man takes off into the night. MJ leans out of the balcony as he sails away to be who he is.

MJ
You forgot your camera!

Spider-Man swings around a corner and straight through the heart of a burning building.

PETER (V.O.)
It was a five alarm fire. Gas fed. 300 firefighters. And the junior Senator from New York on the seventh floor.

He comes swinging out the other side, clutching a DISTINGUISHED GENTLEMAN and a YOUNG WOMAN DRESSED AS A MAID.

PETER (V.O.) (CONT'D)
With his lovely companion.

He touches them down gently. ERT techs rush over.

PETER (V.O.) (CONT'D)
Look at that guy. Look at him! You want to know the story of his life? No choice in the matter. No way out.

Spider-Man sails back up into the roaring fire, toward a PAIR OF CHILDREN, snatching them from the flames. Doing what he was meant to do.

PETER (CONT'D)
Didn't get a single damn picture of any of it.

THE END